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Class I Railroad Annual Report

	<p>SOUTHERN PACIFIC TRANSPORTATION COMPANY COMBINED WITH ST. LOUIS SOUTHWESTERN RAILWAY COMPANY AND THE DENVER & RIO GRANDE WESTERN RAILROAD COMPANY</p>
<p>Correct name and address if different than shown</p>	<p>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)</p>



To The
Surface Transportation Board
For the Year Ending December 31, 1996

ANNUAL REPORT

OF

**SOUTHERN PACIFIC TRANSPORTATION COMPANY
COMBINED WITH
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY &
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY**

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 1996

Name, official title, telephone number, and office address of officer in charge of correspondence with the Commission regarding this report:

(Name) J. R. YOUNG (Title) VICE PRESIDENT - FINANCE

(Telephone number) (402) 271-5557
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(Street and number, City, State, and ZIP code)

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SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for class II, Class III and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark borders on the schedules represent data that are captured by the Board.

It is estimated that an average of 800 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Office of the Secretary, Surface Transportation Board, and the Office of Information and Regulatory Affairs, Office of Management and Budget.

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted, indicate "NONE".

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to the data returned on the corresponding page of previous reports. In case any *changes* of the nature referred to under inquiry 4 on this page have taken place during the year covered by this report, they should be explained in full detail.

1 Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between *railroad* and *railway*. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification". If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting and Valuation Board, indicate such fact on line 1 below and list the consolidated group on page 4.

2. If incorporated under a special charter, give date of passage of the act, if under a general law, give date of filing certificate of organizations, if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Southern Pacific Transportation Company Combined With St. Louis Southwestern Railway Company and The Denver and Rio Grande Western Railroad Company. *
2. Date of incorporation SPT - February 20, 1969; SSW - January 16, 1891; DRGW - November 15, 1920
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees
SPT - Under the General Corporation Law of the State of Delaware, Certificate of Incorporation amended February 24, 1969, to eliminate provisions in the certificate covering pre-emptive rights and cumulative voting. (See report for year ended December 31, 1969.)
SSW - Under the General Railroad Laws of The State of Missouri as found in the revised Statutes of Missouri 1889, Chapter 42, Article 2, Page 37 Et. Seq. permitted to do business as a railroad company of the Arkansas by virtue of having filed its Articles of Association in the office of the Secretary of that State as provided by Article 34, Page 43 Et. Seq. of Act approved March 31, 1899.
DRGW - Under the Corporation Laws of the State of Delaware
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars See note 9 on page 9

STOCKHOLDERS REPORTS

5. The respondent is required to send to the Bureau of Accounts, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

- ☐ Two copies are attached to this report.
☐ Two copies will be submitted _____ (date)
☒ No annual report to stockholders is prepared.

* The combined R-1 report of Southern Pacific Transportation Company, St. Louis Southwestern Railway Company and The Denver and Rio Grande Railroad Company excluded Class 2, Class 3 and non-carrier affiliated companies (for a list of companies, see Schedule 310 and 310A). Such affiliated companies were reported under the equity method for Schedules 200, 210 and 220.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ SPT&DRGW - No par, SSW - \$100 per share; first preferred, \$ SSW - \$100, SPT & DRGW - None per share; second preferred, \$ None per share; debenture stock, \$ None per share.
2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote Yes
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stocks? No If so, name in a footnote each security other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing SPT & DRGW - No closing date; annual meeting April 23, 1996.
SSW - No closing date, record date for annual meeting April 11, 1996, meeting date May 1, 1996.
7. State the total voting power of all security holders of the respondent at the date of such closing if within one year of the date of such filing; if not, state as of the close of the year SPT - 1,350; SSW - 100 (excludes SPT's votes of 370,108); DRGW - None (see note on "Ownership" on page 9) votes, as of December 31, 1996
8. State the total number of stockholders of record as of the date shown in answer to inquiry No. 7: SPT - 1; SSW - 14; DRGW - see note on "Ownership" on page 9. stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that data had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any) If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreement, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. *If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year*

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Common (d)	Preferred		
Second (e)	First (f)						
1	SPT:						1
2	Southern Pacific	Martin Tower	1,350	1,350			2
3	Rail Corporation	8th & Eaton Aves					3
4		Bethlehem, PA 18018					4
5							5
6	SSW:						6
7	Benjamin Zatz	Forest Hills, NY	30	30			7
8	Donald Zatz	Forest Hills, NY	25	25			8
9	Joseph Guzman	Pasadena, CA	15	5		10	9
10	C. Tellenne Estate	France	10			10	10
11	Ruth Hibbard	Enfield, NH	6			6	11
12	Philip Warner	Greenwich, CT	1			1	12
13	Wm. Rosenheim & Co.	W Germany	4			4	13
14	Est. of A. M. Proudfit	New York, NY	3			3	14
15	Homer Henry	Sun City, AZ	1	1			15
16	Alan Furth	Oakland, CA	1			1	16
17	Jeffrey G. Root	San Francisco, CA	1			1	17
18	C. Kurwan Estate	Ladysmith, WI	1			1	18
19	Eldon Lucy	Oakland, CA	1			1	19
20	Est. of S. W Proudfit	New York, NY	1			1	20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

- 10 State the total number of votes cast at the latest general meeting for the election of directors of the respondent: SPT - 1,350;
SSW - 1,480,432 * votes cast.
- 11 Give the date of such meeting: SPT - April 23, 1996, SSW - May 1, 1996
- 12 Give the place of such meeting: San Francisco, California
* Cast in cummulative voting authorized for election of directors by 370,108 shares

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS
(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Assets						
1		701	Cash			1
2		702	Temporary Cash Investments	0	20,913	2
3		703	Special Deposits	7,360	7,392	3
4		704	Accounts Receivable			
			- Loan and Notes	2,027	7,762	4
5		705	- Interline and Other Balances	10,381	13,064	5
6		706	- Customers	0	1,143	6
7		707	- Other	8,814	13,487	7
8		709, 708	- Accrued Accounts Receivables	46,766	56,682	8
9		708.5	- Receivables from Affiliated Companies	164,319	235,556	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(4,000)	(6,417)	10
11		710, 711, 714	Working funds, Prepayments & Deferred Income Tax Debits	22,104	20,890	11
12		712	Materials and Supplies	77,472	74,790	12
13		713	Other Current Assets	27,764	26,291	13
14			TOTAL CURRENT ASSETS	363,007	471,553	14
Other Assets						
15		715, 716, 717	Special Funds	6,717	6,688	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	52,789	51,019	16
17		722, 723	Other Investments and Advances	69,212	66,994	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737, 738	Property Used in Other Than Carrier Operation (less Depreciation \$ 16,857)	151,567	148,010	19
20		739, 741	Other Assets	1,314	(241)	20
21		743	Other Deferred Debits	98,806	99,311	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	380,405	371,781	23
Road and Equipment						
24		731, 732	Road (Schedule 330)	6,161,856	6,121,824	24
25		731, 732	Equipment (Schedule 330)	2,357,689	2,430,555	25
26		731, 732	Unallocated Items			26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(3,007,015)	(3,016,183)	27
28			Net Road and Equipment	5,512,530	5,536,196	28
29	*		TOTAL ASSETS	6,255,942	6,379,530	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(Dollars in Thousands)

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable	0	31,292	30
31		752	Accounts Payable: Interline and Other Balances	38,807	42,695	31
32		753	Audited Accounts and Wages	38,824	70,928	32
33		754	Other Accounts Payable	7,784	17,038	33
34		755, 756	Interest and Dividends Payable	55,144	42,877	34
35		757	Payables to Affiliated Companies	33,736	25,476	35
36		759	Accrued Accounts Payable	607,315	595,071	36
37		760, 761 761.5, 762	Taxes Accrued	21,895	53,815	37
38		763	Other Current Liabilities	53,930	50,433	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	53,588	60,364	39
40			TOTAL CURRENT LIABILITIES	911,023	989,989	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	46,851	223,018	41
42		766	Equipment Obligations	203,845	241,175	42
43		766.5	Capitalized Lease Obligations	813,122	826,657	43
44		768	Debt in Default			44
45		769	Accounts Payable: Affiliated Companies	349,387	122,807	45
46		770.1, 770.2	Unamortized Debt Premium	0	(295)	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	968,519	991,408	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	716,105	680,986	50
51			TOTAL NONCURRENT LIABILITIES	3,097,829	3,085,756	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230) (L53 & 54)	461,713	463,698	52
53			Common Stock	424,876	424,876	53
54			Preferred Stock	36,837	38,822	54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	1,090,126	1,090,126	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	695,251	749,961	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Shareholders' Equity	2,247,090	2,303,785	61
62	*		TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	6,255,942	6,379,530	62

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES
(Dollars in Thousands)

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none", and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads, (2) particulars concerning obligations for stock purchase options granted to officers and employees, and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ None
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 1,344,947
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year Accounting is in accordance with FASB Statement No. 87.
"Employers' Accounting for Pensions"

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund
Not determinable for individual companies in the plan \$ _____
(c) Is any part of pension plan funded? Specify: Yes X No _____
(i) If funding is by insurance, give name of insuring company No
(ii) If funding is by trust agreement, list trustee(s) The Chase Manhattan Bank
Date of trust agreement or latest amendment June 15, 1994
If respondent is affiliated in any way with the trustee(s), explain affiliation: None

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement See page 11
(e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.
Yes _____ No X
If yes, give number of the shares for each class of stock or other security: _____
(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes X No. _____
If yes, who determines how stock is voted? Outside investment managers
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610):
Yes X No _____
5. (a) The amount of employers contribution to employee stock ownership plans for the current year was: \$ None
(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was: \$ None
6. In reference to Docket No. 37465, specify the total amount of business entertainment expenditures charged to the non-operating expense account: \$ None

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

7. Give particulars with respect to contingent assets and liabilities at the the close of the year, in accordance with Instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent.

Disclose the nature and amount of contingency that is material.

Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property. Additional pages may be added if more space is needed. (Explain and/or reference to the following pages)

(a) Changes in Valuation Accounts

8. Marketable Equity Securities. Nonc

		Cost	Market	Dr. (Cr.) to Income	Dr. (Cr.) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	Noncurrent Portfolio			N/A	N/A

(b) At / / , gross unrealized gains and losses pertaining go marketable equity securties were as follows:

	Gains	Losses
Current	\$ _____	\$ _____
Noncurrent	\$ _____	\$ _____

(c) A net unrealized gain (loss) of \$ _____ on the sale of marketable equity securities was included in net income for _____(year). The cost of securities sold was based on the _____(method) cost of all the shares of each security held at time of sale.

Significat net realized and net unrealized gains and losses arising after date of the financial statements but prior to the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: / / (date) Balance sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - continued
NOTES TO FINANCIAL STATEMENTS

9. MERGER WITH UNION PACIFIC

On September 11, 1996, pursuant to the Amended and Restated Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 12, 1996, by and among Union Pacific Corporation ("UPC or Union Pacific"), Union Pacific Railroad Company ("UPRR"), Southern Pacific Rail Corporation ("SPRC") (Southern Pacific Transportation Company's ("SPT or the Company") predecessor Parent), UP Holding Company, Inc. ("Holding") and Union Pacific Merger Co., SPRC was merged with and into Holding (the "Merger") with Holding as the surviving corporation. Immediately following the Merger, the name of the surviving corporation was changed to "Southern Pacific Rail Corporation". As a result of the Merger, each share of SPRC common stock, par value \$.001 per share (the "SP Shares"), was converted into the right to receive, in accordance with the elections filed by the stockholders of SPRC, (a) \$25.00 per SP share in cash, without interest thereon, (b) .4065 share of Union Pacific's common stock, par value \$2.50 per share ("UPC Common Stock"), for each SPRC Share, or (c) a combination thereof, subject to proration, all as more fully set forth in the Merger Agreement. The purchase price was established through arms-length negotiations between SPRC and Union Pacific. The combination of these transactions has resulted in Union Pacific's acquisition of 100% ownership of SPRC and its subsidiaries. Union Pacific intends to integrate SPRC's rail operations with its rail operations during 1997 and 1998.

10. SALE OF RECEIVABLES

In November 1995, a special purpose subsidiary of SPRC transferred net railroad freight and other receivables (including interline accounts) with limited recourse to an accounts receivable master trust and sold certificates of interest in the master trust to special purpose commercial paper issuers associated with major banking institutions. The sale price for the receivables sold is based upon the face amount of the receivables and is reduced by discounts for expected defaults, servicing costs and anticipated collection periods. A maximum aggregate certificate amount of \$400 million may be outstanding at any time. The proceeds from this sale were used to replace the previous agreements relating to railroad receivables.

As of December 31, 1996 and 1995, Respondent had sold \$406.6 million and \$444.2 million of net outstanding receivables, respectively, and had notes receivable from SPRC's subsidiary for receivables sold of \$129.2 million and \$203.1 million, respectively. Included in other income (expense), net is approximately \$(48.1) million in 1996 and \$(51.7) million in 1995 of discounts and other expenses associated with the sales of accounts receivable. The current facility provides for the continuing sale of receivables to the special purpose subsidiary of SPRC until May 14, 1997. Respondent is in the process of replacing the current facility with a new combined facility in conjunction with UPC. This new combined facility is expected to commence on or before May 14, 1997.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - continued
NOTES TO FINANCIAL STATEMENTS

11. TAXES

A former Parent of Respondent (Santa Fe Pacific Corporation or "SFPC") has agreed to indemnify SPRC, SPT and its subsidiaries against any Federal income tax liability that may be imposed on Respondent or its 80%-owned subsidiaries for tax periods ending on or prior to October 13, 1988. Years prior to 1985 are closed. SPRC agreed to pay or cause SPT and its subsidiaries to pay to SFPC any refund of Federal income taxes attributable to the 80%-owned subsidiaries received by SPRC. SPT or its subsidiaries after October 13, 1988 for any tax period ending on or prior to October 13, 1988. Further, SFPC also agreed to indemnify SPRC, SPT and its subsidiaries, at least in part, for state, local and other taxes in respect of such periods to and including October 13, 1988, but only to the extent that such taxes are due or reportable for periods prior to October 13, 1988.

SPRC's consolidated Federal income tax returns, in which Respondent is included, for the period October 14, 1988 through 1993, have been examined and are currently being considered by the Appeals Office of the Internal Revenue Service ("IRS") regarding various unagreed issues. SPRC's consolidated Federal income tax returns are currently being examined for the tax periods from January 1, 1994 through September 10, 1996. Management believes adequate provision has been made for any potential adverse result.

The IRS's audit of the returns of Rio Grande Holding, Inc. ("RGH"), a wholly owned subsidiary of SPRC, in which D&RGW is included, for 1983 and the period ended October 31, 1984, led to the issuance of a Notice of Deficiency in October 1992 for 1980, 1983 and the period ended October 31, 1984. The audit of The Anschutz Corporation ("TAC"), of which RGH and D&RGW were subsidiaries from November 1, 1984 through October 13, 1988, also led to the issuance of a Notice of Deficiency for the 1979 and 1982 years as the result of the disallowance of net operating loss ("NOL") and investment tax credit carrybacks from the July 31, 1985 through July 31, 1987 periods. Both notices have been petitioned to the United States Tax Court. RGH does not expect a resolution of these cases in 1997. RGH's tax periods from July 1, 1987 through October 13, 1988, included in the consolidated returns of TAC, have been examined and are currently being considered by the Appeals office of the IRS regarding various unagreed issues. Management believes adequate provision has been made for any potential adverse result.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued
NOTES TO FINANCIAL STATEMENTS

Notes to Schedule 200, page 7, item 3(d)

Charges are allocated on basis of actuarial valuation for each company participating in the Plan.
Participating companies are:

Southern Pacific Transportation Co.
St. Louis Southwestern Railway Co.
Denver & Rio Grande Western Railroad Co.
Pacific Fruit Express Co.
Pacific Motor Transport Co.
Personnel Scheduling Technology, Inc.
Rio Grande Holding, Inc.
Southern Pacific Asset Management
Southern Pacific Land Corporation
Southern Pacific Rail Corporation
Southern Pacific Real Estate Enterprises
SPCSL Corporation
Transportation Service Systems, Inc

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued
NOTES TO FINANCIAL STATEMENTS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued
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200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued
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200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued
NOTES TO FINANCIAL STATEMENTS

210. RESULTS OF OPERATIONS
(Dollars in thousands)

1. Disclose the requested information for the respondent pertaining to the results of operations for the year
2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amount reported in Schedule 410 must be fully explained on page 18
3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513, "Dividend Income". List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.
4. All contra entries hereunder should be indicated in parenthesis

5. Cross-checks

Schedule 210

Line 15, column (b)
Line 47 plus 48 plus 49, col (b)
Line 50, col (b)

Schedule 210

- Line 62, col (b)
- Line 63, col (b)
Line 64, col (b)

Schedule 410

= Line 620, col (h)
= Line 620, col (f)
= Line 620, col (g)

Line 14, column (b)
Line 14, column (d)
Line 14, column (e)
Line 49, column (b)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	2,952,323	2,847,477	2,952,323		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	27,234	28,799	27,234		4
5		(105) Water Transfers					5
6		(106) Demurrage	12,900	20,298	12,900		6
7		(110) Incidental	33,593	41,935	33,593		7
8		(121) Joint Facility-Credit	4,144	2,221	4,144		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	3,030,194	2,940,730	3,030,194		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RY OPERATING REVENUES (lines 10-12)	3,030,194	2,940,730	3,030,194		13
14	*	(531) Railway operating expenses	2,981,188	2,961,863	2,981,188		14
15	*	Net revenue from railway operations	49,006	(21,133)	49,006		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier oper.	62	476			16
17		(510) Miscellaneous rent income	38,050	39,301			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)	54				19
20		(514) Interest Income	10,295	13,387			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Reimburse. received under contracts and agreements					23
24		(519) Miscellaneous income	76,618	56,541			24
25		Income from affiliated companies: 519					
26		a. Dividends (equity method)					25
27		b. Equity in undistributed earnings (losses)	779	(4,624)			26
28		TOTAL OTHER INCOME (lines 16-26)	125,858	105,081			27
29		TOTAL INCOME (lines 15, 27)	174,864	83,948			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	12,136	17,997			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-loss	253	150			31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	96,365	60,043			34
35		(553) Uncollectible accounts	400	3,250			35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-35)	109,154	81,440			36
37		Income available for fixed charges (lines 28, 36)	65,710	2,508			37

210. RESULTS OF OPERATIONS - Continued
(Dollars in thousands)

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
		FIXED CHARGES			
38		(546) Interest on funded debt:			38
		(a) Fixed interest not in default	118,941	94,563	
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	19,173	16,622	40
41		(548) Amortization of discount on funded debt	6,513	3,491	41
42		TOTAL FIXED CHARGES (lines 38-41)	144,627	114,676	42
43		Income after fixed charges (lines 37, 42)	(78,917)	(112,168)	43
		OTHER DEDUCTIONS			
44		(546) Interest on funded debt:			44
		(c) Contingent interest			
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (loss) from continuing operations (before income taxes)	(78,917)	(112,168)	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income:			
47	*	(a) Federal income taxes	(1,253)	10,383	47
48	*	(b) State income taxes	(161)	8,117	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	(22,793)	(56,667)	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	(24,207)	(38,167)	51
52	*	Income from continuing operations (lines 46-51)	(54,710)	(74,001)	52
		DISCONTINUED OPERATIONS			
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 + 53 + 54)	(54,710)	(74,001)	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary items (net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$)			60
61		Net income (loss) (lines 55 + 59 + 60)	(54,710)	(74,001)	61
		Reconciliation of net railway operating income (NROI)			
62	*	Net revenues from railway operations	49,006	(21,133)	62
63	*	(556) Income taxes on ordinary income (-)	(1,414)	18,500	63
64	*	(557) Provision for deferred income taxes (-)	(22,793)	(56,667)	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)	1,380	2,388	66
67		Net railway operating income (loss)	74,593	19,422	67

NOTES AND REMARKS

Notes to Sch 230, Page 20.

REDEEMABLE PREFERENCE SHARES

The St Louis Southwestern Railway Company (the Company) has entered into two agreements providing for the purchase by the Federal Railroad Administration of up to \$53.5 million (\$48.5 million Series A and \$5.0 million Series B) of the Company's non-voting redeemable preference shares.

The Series A shares are subject to mandatory redemption over a 20-year period commencing in 1991, at which time dividends at an annual rate of 4.2 percent shall be declared and paid over the same period. The agreement also provides for acceleration of redemption payments or conversion into fixed interest debt obligations, under certain events of default.

The Series B shares are subject to mandatory redemption over a 15-year period commencing on the fifth anniversary date of issuance. Dividends at an annual rate of 15.1 percent shall be declared and paid over a 10-year period commencing on the tenth anniversary date of issuance.

The redeemable preference shares are senior in right to all common and preferred stock of the Company with respect to dividend and redemption payments and in the case of liquidation or dissolution of the Company. The agreements contain certain restrictions on dividend payments by the Company to common and preferred stockholders. Under these provisions, retained income totaling \$112.9 million at December 31, 1996 was not so restricted. At December 31, 1996, \$38,822,000 of Series A and \$1,553,000 of Series B (booked as current and long term debt) redeemable preference shares were outstanding.

FRA Shares	Issue Date	Par Value	Authorized	Issued	Bk Value Beg of Yr	Principal Redempt	Bk Value End of Yr
Series A	10-06-80	10,000	1,110	1,110	\$9,117	\$448	\$8,669
	11-18-80	10,000	582	582	4,781	235	4,546
	12-29-80	10,000	740	740	6,078	299	5,779
	3-25-81	10,000	1,064	1,064	9,152	412	8,740
	4-27-81	10,000	330	330	2,838	128	2,710
	5-19-81)	10,000	384	384	.		
	5-19-82)	10,000	50	50	3,751	167	3,584
	6-26-81	10,000	215	215	1,849	83	1,766
	7-28-81	10,000	162	162	1,394	63	1,331
	8-27-81	10,000	57	57	491	22	469
	9-18-81	10,000	19	19	163	7	156
	11-09-81	10,000	9	9	78	4	74
	5-25-84	10,000	107	107	1,035	37	998
	Total		4,829	4,829	\$40,727	\$1,905	\$38,822
Series B	1-04-83	10,000	36	36	\$124	\$6	\$118
	3-09-83	10,000	7	7	25	1	24
	4-11-83	10,000	49	49	181	8	173
	6-01-83	10,000	74	74	274	12	262
	6-16-83	10,000	54	54	200	9	191
	10-13-83	10,000	92	92	340	15	325
	11-14-83	10,000	31	31	114	5	109
	12-30-83	10,000	16	16	60	2	58
	3-22-84	10,000	11	11	51	1	50
	4-19-84	10,000	8	8	30	1	29
	5-30-84	10,000	5	5	19	1	18
	7-18-84	10,000	10	10	38	1	37
	8-22-84	10,000	12	12	24	2	22
	10-25-84	10,000	22	22	84	3	81
	8-08-85	10,000	9	9	57	1	56
	Total		436	436	\$1,621	\$68	\$1,553

220. RETAINED EARNINGS
(Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries hereunder should be shown in parentheses.
3. Show under "Remarks" the amount of assigned Federal income tax consequences for Accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c)

Line No.	Cross Check	Item (a)	Retained earnings- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balance at beginning of year	813,766	(63,805)	1
2		(601 5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income		779	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL		779	6
		DEBITS			
7	*	(612) Debit balance transferred from income	55,489		7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends common stock			11
12		preferred stock #			12
13		TOTAL	55,489		13
14		Net increase (decrease) during year (Line 6 minus line 13)	(55,489)	779	14
15	*	Balances at close of year (Lines 1, 2 and 14)	758,277	(63,026)	15
16	*	Balances from line 15(c)	(63,026)	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	695,251	N/A	17
18		(797) Total appropriated retained earnings.			18
19		Credits during year \$ _____			19
20		Debits during year \$ _____			20
21		Balance at close of year \$ _____			21
		Amount of assigned Federal income tax consequences			
22		Account 606 \$ _____			22
23		Account 616 \$ _____			23

If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year.

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

- 1 Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
- 2 Present in column (b) the par or stated value of each issue. If none, so state.
- 3 Disclose in column (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
- 4 For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Out-standing (f)	Out-standing (g)	In Treasury (h)	
1	Common:								1
2	Southern Pacific Transportation Co.	No Par	2,000	1,350		1,350	424,876		2
3	St. Louis Southwestern Ry. Co.)	100	1,100,000						3
4	St. Louis S. W. RR Co. of Texas)	100	160,000	173,300	1,489	171,811	17,181 *	149	4
5	Dallas Trml. Ry. & Union Depot Co.)	100	5,000						5
6	Denver & Rio Grande Western RR Co.	No Par	6,331	6,331		6,331	88,636 *		6
7	Preferred:								7
8	St. Louis Southwestern Ry. Co.	100	200,000	200,000	1,618	198,382	19,838 *		8
9	FRA Preference Shares-Serier A**	10,000	5,000	4,829		3,882	36,837		9
10	TOTAL			385,810	3,107	381,756	587,368	149	10

* Book value was eliminated in consolidation for Schedule 200.

** See notes on page 18.

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR
(Dollars in Thousands)

1. The purpose of this part is to disclose capital stock changes during the year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e) and (g) require the applicable disclosure of the book values of preferred, common and treasury stock.
5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	202,455	58,660	179,492	530,693	1,489	149	1,090,126	11
12	Capital Stock Sold-1								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Redemptn of FRA Perf Sh-Ser A Adjustment of allocation to current liability	(191)	(1,905)						15
16	Contribution of capital								16
17	Balance at close of year	202,264	56,675	179,492	530,693	1,489	149	1,090,126	17

1 By footnote on page 17 state the purpose of the issue and authority

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either the direct or indirect method can be used. The direct method shows as its principal components operating cash receipts and payments, such as cash received from customers and cash paid to suppliers and employees, the sum of which is net cash flow from operating activities. The indirect method starts with net income and adjusts it for revenue and expense items that were not the result of operating cash transactions in the current period to reconcile it to net cash flow from operating activities. If direct method is used, complete lines 1-41; indirect method, complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short-term, highly liquid investments readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity acquiring assets by assuming directly related liabilities, such as purchasing a building by incurring a mortgage to the seller, obtaining an asset by entering into a capital lease; and exchanging noncash assets or liabilities for other noncash assets or liabilities. Some transactions are part cash and part noncash; only the cash portion shall be reported directly in the statement of cash flows. Refer to FAS Statement No. 95, Statement of Cash Flows, for further details.

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other-net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (Lines 1-8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	(54,710)	(74,001)	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss(gain) on sale or disposal of tangible property and investments	(40,584)	(52,143)	11
12		Depreciation and amortization expenses	291,970	342,140	12
13		Increase (decrease) in provision for Deferred Income Taxes	(22,889)	(58,450)	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(779)	4,624	14
15		Decrease (increase) in accounts receivable	92,970	(74,388)	15
16		Decrease (increase) in materials and supplies, and other current assets	(4,155)	7,058	16
17		Increase (decrease) in current liabilities other than debt	(72,190)	38,287	17
18		Increase (decrease) in other - net	32,887	(9,833)	18
19		Net cash provided from continuing operations (Lines 10-18)	222,520	123,294	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (L. 19 & 20)	222,520	123,294	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceed from sale of property	222,436	82,964	22
23		Capital expenditures	(325,125)	(430,553)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	227,650	154,735	25
26		Purchase price of long-term investment and advances	(4,279)	(8,346)	26
27		Net decrease (increase) in sinking and other special funds	(29)	61	27
28		Other - net	(144,104)	(38,121)	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(23,451)	(239,260)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	100,000	225,000	30
31		Principal payments of long-term debt	(319,982)	(141,710)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid			34
35		Other - net			35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(219,982)	83,290	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	(20,913)	(32,676)	37
38		Cash and cash equivalents at beginning of the year	20,913	53,589	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	0	20,913	39
		Footnotes to Schedule 240			
40		Cash paid during the year for: Interest (net of amount capitalized)*	53,801	50,561	40
41		Income taxes (net)*	34,525	2	41

* Only applies if indirect method is adopted.

NOTES AND REMARKS

245. WORKING CAPITAL

(Dollars in thousands)

1. This schedule should include only data pertaining to railway transportation services.
 2. Carry out calculation of lines 9, 10, 20 and 21 to the nearest whole number

Line No	Item (a)	Source No.	Amount (b)	Line No.
	CURRENT OPERATING ASSETS			
1	Interline and Other Balances	Schedule 200, line 5, column b	10,381	1
2	Customers (706)	Schedule 200, line 6, column b	0	2
3	Other (707)	Note A	5,278	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	15,659	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	3,030,194	5
6	Rent Income	Note B	117,085	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	3,147,279	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	8,742	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	2	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	17	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	38,807	11
12	Audited Accounts and Wages Payable (753)	Note A	38,824	12
13	Accounts Payable-Other (754)	Note A	7,784	13
14	Other Taxes Accrued (761.5)	Note A	53,040	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	138,455	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	2,981,188	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	284,946	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	2,813,327	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	7,815	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 - line 19	18	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	-	21
22	Cash Working Capital Required	Line 21 x line 19	-	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	0	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	-	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Note A	77,472	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	-	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	77,472	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	77,472	28

Notes: (A) Use common carrier portion only. Common carrier refers to railway transportation service.

(B) Rent income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.

(C) If result is negative, use zero.

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

- 1 Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721, "Investments and advances affiliated companies", in the Uniform System of Accounts for Railroad Companies.
- 2 List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:
 - (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
 - (B) Bonds (including U.S. Government Bonds)
 - (C) Other secured obligations
 - (D) Unsecured notes
 - (E) Investment advances
3. The subclassification of classes (B), (C), (D) and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporation, the symbols and industrial classifications to be as follows:

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other
5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.
6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.
7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.
8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.
9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.
10. Do not include the value of securities issued or assumed by respondent.
11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds", 716, "Capital Funds", 721, "Investments and Advances Affiliated Companies", and 717, "Other Funds"
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on Page 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligations in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__". Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1	721	A-1	VII	Central California Traction Co. - Common (1)	33.33	1
2			VII	Central California Traction Co. - Preferred	33.33	2
3			VII	Pacific Motor Transport Co. - Common	100.00	3
4			VII	Southern Pacific Motor Trucking Co. - Common	100.00	4
5			VII	Portland Terminal Railroad Co. - Common (2)	20.00	5
6			VII	The Ogden Union Ry. & Depot Co. - Common (3)	50.00	6
7			VII	Sunset Railway Co. - Common (4)	50.00	7
8			VII	Arkansas & Memphis Ry. Br. & Trml. Co. - Common (5) (6)	66.66	8
9			VII	Arkansas & Memphis Ry. Br. & Trml. Co. - Preferred (6)	66.66	9
10			VII	Kansas City Terminal Railroad Co. - Common (7)	8.33	10
11			VII	Southern Illinois & Missouri Bridge Co. - Common (8)	40.00	11
12			VII	Terminal Railroad Assn. of St. Louis - Common (9)	12.50	12
13			VII	Alton & Southern Railway Co. - Common (10)	50.00	13
14			VII	SPCSL Corporation - Common	100.00	14
15			VII	Denver Union Terminal Ry. Co. - Common (11)	16.67	15
16				Total A-1		16
17						17
18						18
19		A-3	VI	Southern Pacific Asset Management - Common	100.00	19
20			VI	Southern Pacific Warehouse Co. - Common	100.00	20
21			VII	Trailer Train Co. - Common	10.28	21
22			VII	Southern Pacific International - Common	100.00	22
23			VII	Portland Traction Co. - Common (3)	50.00	23
24				Total A-3		24
25						25
26				Total A		26
27						27
28						28
29						29
30						30
31	721	D-3	X	Trailer Train Co. - Unsec. 30 Yrs 6 5%-7.5% Subnotes		31
32				Total D		32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

- 6 If any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.
- 7 If any advances reported are pledged, give particulars in a footnote.
- 8 Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
- 9 Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, give name and extent of control of other entities by footnotes.

Line No.	Investment and advances				Disposed of. Profit (loss)	Adjustments Acct 721 5	dividends or interest credited to income	Line No
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	399			399				1
2	265			265				2
3	1			1				3
4	14,906			14,906				4
5	940			940				5
6	150			150				6
7	82			82				7
8	580			580				8
9	1,100			1,100				9
10	1,988			1,988				10
11	20			20				11
12	0			0				12
13	8,000			8,000				13
14	1			1				14
15	5			5				15
16	28,437			28,437				16
17								17
18								18
19	1			1				19
20	19			19				20
21	3,196			3,196				21
22	1			1				22
23	1,950			1,950				23
24	5,167			5,167				24
25								25
26	33,604			33,604				26
27								27
28								28
29								29
30								30
31	810			810			62	31
32	810			810			62	32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40								40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued
(Dollars in Thousands)

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No
1	721	E-1	VII	Harbor Belt Line Railroad Co.		1
2			VII	ABL-Trans		2
3			VII	Pacific Motor Transport Co.		3
4			VII	Southern Pacific Motor Trucking Co.		4
5			VII	Southern Pacific International		5
6			VII	The Ogden Union Ry. & Depot Co.		6
7			VII	Port Terminal Railroad Association of St. Louis		7
8			VII	Sunset Railway Co.		8
9			VII	Arkansas & Memphis Ry. Br & Trml. Co.		9
10			VII	Southern Illinois & Missouri Bridge Co.		10
11			VII	Terminal Railroad Association of St. Louis		11
12			VII	Kansas City Terminal Railroad Co		12
13			VII	SPCSL Corporation		13
14			VII	Denver Union Terminal Ry. co.		14
15				Total E-1		15
16						16
17						17
18		E-3	VI	Southern Pacific Asset Management		18
19			VI	Southern Pacific Warehouse Co		19
20			VIII	Southern Pacific Mexico		20
21			X	Rio Grande Holding, Inc.		21
22				Total E-3		22
23						23
24				Total E		24
25						25
26				Total Account 721		26
27						27
28						28
29	715			Sinking Fund - None		29
30	716			Capital Fund - None		30
31	717			Other Fund - None		31
32						32
33						33
34				Grand Total		34
35						35
36						36
37						37
38						38
39						39
40						40

- (1) Controlled jointly with ATSF Ry. and UP RR.
- (2) Controlled jointly with BN Inc. and Oregon-Washington RR & Navigation Co.
- (3) Controlled jointly with UP RR.
- (4) Controlled jointly with ATSF Ry. and operated by each company alternately for five-year periods.
- (5) To trustee of First Mortgage-Arkansas & Memphis Ry Bridge & Terminal Co.
- (6) Jointly owned: 66-2/3% by STLSW Ry., and 33-1/3% by MP RR.
- (7) Jointly owned: 16-2/3% by BN Ry., and 83-1/3% owned equally by STLSW, ATSF, CNW, MILW, ICG, KCS, MKT, MP, N&W, and UP.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued
(Dollars in Thousands)

Line No	Investment and advances				Disposed of. Profit (loss)	Adjustments Acct 721.5	dividends or interest credited to income	Line No
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	90			90			2	1
2	1,571	164		1,735				2
3	3,524			3,524				3
4	9,774	1,400		11,174				4
5	3,952			3,952			180	5
6	1,279			1,279				6
7	366		103	263			15	7
8	355			355				8
9	468		277	191				9
10	596		3	593				10
11	627		187	440			497	11
12	277			277				12
13	53,543			53,543				13
14	389			389			3,195	14
15	76,811	1,564	570	77,805			3,889	15
16								16
17								17
18	1,964		500	1,464				18
19	777	497		1,274				19
20	260			260				20
21	598			598				21
22	3,599	497	500	3,596			0	22
23								23
24	80,410	2,061	1,070	81,401			3,889	24
25								25
26	114,824	2,061	1,070	115,815			3,951	26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34	114,824	2,061	1,070	115,815			3,951	34
35								35
36								36
37								37
38								38
39								39
40								40

(8) Jointly owned: 60% by MP RR, and 40% by STLSW

(9) Jointly owned: 6.25% each by The Chessie System, L&N RR, MKT RR, N&W RR and Southern Ry.;
12.5% each by conrail Corp., BN Inc., ICG RR and STLSW Ry.; and 18.75% by MP RR.

(10) Jointly owned. 50% each by STLSW Ry., and MP RR.

(11) Controlled jointly with ATSF Ry, BN Inc., and UPRR

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721. Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of "carrier" and "noncarrier", see general instruction.

Line No	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for Investments equity method (c)	Equity in undistributed earnings(loss) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
Carriers: (List specifies for each company)								
1	SPCSL Corp.	(19,639)		(1,504)			(21,143)	1
2	Central California Traction	482					482	2
3	Pacific Motor Transport	17,302		3,669			20,971	3
4	S.P. Motor Trucking & Subsidiaries	(56,915)		(1,533)			(58,448)	4
5	Portland Terminal RR	(675)					(675)	5
6	Alton & Southern Ry Co.	2,163					2,163	6
7	Sunset Ry. Co.	626					626	7
8	Ogden Union Ry. & Depot Co.	(16)					(16)	8
9	Total Carrier	(56,672)		632			(56,040)	9
10								10
11								11
12								12
13								13
Noncarrier (List specifies for each company)								
14	S P. International	(4,919)		(2)			(4,921)	14
15	S. P Warehouse	236		23			259	15
16	Arkansas & Memphis	20					20	16
17	S. P. Asset Management	(1,077)		7			(1,070)	17
18	Portland Traction Co.	(1,393)		119			(1,274)	18
19	Total Noncarrier	(7,133)		147			(6,986)	19
20								20
21								21
22								22
23								23
24								24
25								25
26								26
27	Grand Total	(63,805)		779			(63,026)	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property", and Account No. 732, "Improvements on Leased Property", classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (h) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.
2. In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged", of the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. In columns (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.
6. Both the debit and credit involved in each transfer, adjustment, or clearance between road and equipment accounts, should be included in the column in which the item was initially included; also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes", state in a footnote the cost, location, area, and other details which will identify the property.
8. Report on line 29 amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks" below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

NOTES AND REMARKS

LINES SOLD OR ABANDONED IN 1996

29.00 miles of the Rockport Branch from MP 91.80 to MP 120.80

42.42 miles of the Mina Branch from MP 288.71 to MP 331.12

10.59 miles of the Lombard to Schellville Branch from MP 62.00 to MP 72.59

10.29 miles of the Walalla Branch from MP 747.50 to MP 757.60

12.30 miles of the Gonzales Branch from MP 0.10 to MP 12.30

52.10 miles of the Victoria Branch from MP 0.00 to MP 52.10

53.30 miles of the Placerville Branch from MP 94.30 to MP 147.60

4.08 miles of the WBML (West Bound Main Line) from MP 81.06 to MP 85.14

7.00 miles of the 2nd Main (Emigrant Gap to Shed 10) from MP 172.00 to MP 179.00

7.59 miles of the Westwood Branch from MP 406.91 to MP 412.43

17.00 miles of the Lufkin Branch from MP 572.00 to MP 589.00

9.45 miles of the Lufkin Branch from MP 547.90 to MP 553.00 and from MP 589.00 to MP 594.00

0.52 mile of the North Forth Worth Branch from MP 632.27 to MP 632.79

190.23 miles Iowa Jct. to Avondale (BNSF Sale) MT from MP 14.95 to MP 205.30

28.88 miles Iowa Jct. to Avondale (BNSF Sale) yard track

13.45 miles Avondale Yard (BNSF Sale) yard track

14.64 miles Lafayette Yard (BNSF Sale) yard track

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT
(Dollars in Thousands)

Line No	Cross Check	Account	Balance at beginning of year	Expenditures during the year for original road and equipment and road extensions	Expenditures during the year for purchase of existing lines, reorganizations, etc.	Line No.
		(a)	(b)	(c)	(d)	
1		(2) Land for transportation purposes	91,581			1
2		(3) Grading	397,043			2
3		(4) Other right-of-way expenditures	3,755			3
4		(5) Tunnels and subways	83,556			4
5		(6) Bridges, trestles, and culverts	252,207			5
6		(7) Elevated structures				6
7		(8) Ties	1,358,277			7
8		(9) Rail and other track material	2,299,346			8
9		(11) Ballast	638,058			9
10		(13) Fences, snowsheds, and signs	10,620			10
11		(16) Station and office buildings	124,861			11
12		(17) Roadway buildings	8,706			12
13		(18) Water stations	3,683			13
14		(19) Fuel stations	8,629			14
15		(20) Shops and enginehouses	101,498			15
16		(22) Storage warehouses	3			16
17		(23) Wharves and docks	28			17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals	105,675			19
20		(26) Communication systems	121,798			20
21		(27) Signals and interlockers	286,855			21
22		(29) Power Plants	747			22
23		(31) Power-transmission systems	9,688			23
24		(35) Miscellaneous structures	1,941			24
25		(37) Roadway machines	86,038			25
26		(39) Public improvements - Construction	79,879			26
27		(44) Shop machinery	39,269			27
28		(45) Power-plant machinery	2,700			28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	6,116,441			30
31		(52) Locomotives	1,461,135			31
32		(53) Freight-train cars	870,891			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment	23,276			36
37		(58) Miscellaneous equipment	16,741			37
38		(59) Computer systems & word processing equip.	20,961			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	2,393,004			39
40		(76) Interest during construction	5,240			40
41		(80) Other elements of investment				41
42		(90) Construction in progress	37,694			42
43		GRAND TOTAL	8,552,379			43

Line 42, col (b), Account 902 - \$14,368
Line 42, col (b), Account 903 & 907 - \$ 23,183

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Continued
(Dollars in Thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		923	2,878	(1,955)	89,626	1
2		2,663	16,020	(13,357)	383,686	2
3		(87)	0	(87)	3,668	3
4		(3,053)	1,648	(4,701)	78,855	4
5		16,087	10,134	5,953	258,160	5
6						6
7		82,504	59,074	23,430	1,381,707	7
8		112,414	114,011	(1,597)	2,297,749	8
9		37,339	25,147	12,192	650,250	9
10		(67)	124	(191)	10,429	10
11		330	3,351	(3,021)	121,840	11
12		1,360	51	1,309	10,015	12
13		169	3	166	3,849	13
14		495	96	399	9,028	14
15		3,202	5,048	(1,846)	99,652	15
16					3	16
17					28	17
18						18
19		3,048	228	2,820	108,495	19
20		4,517	1,387	3,130	124,928	20
21		14,388	7,373	7,015	293,870	21
22		430	0	430	1,177	22
23		1,985	17	1,968	11,656	23
24		0	8	(8)	1,933	24
25		9,746	145	9,601	95,639	25
26		7,079	801	6,278	86,157	26
27		1,261	9,155	(7,894)	31,375	27
28		45	47	(2)	2,698	28
29						29
30		296,778	256,746	40,032	6,156,473	30
31		12,422	12,730	(308)	1,460,827	31
32		12,940	91,096	(78,156)	792,735	32
33						33
34						34
35						35
36		900	537	363	23,639	36
37		959	6,651	(5,692)	11,049	37
38		2,202	0	2,202	23,163	38
39		29,423	111,014	(81,591)	2,311,413	39
40					5,240	40
41						41
42		8,692	(33)	8,725	46,419	42
43		334,893	367,727	(32,834)	8,519,545	43

Line 42, col (h), Account 902 - \$7,419

Line 42, col (h), Account 903 & 907 - \$38,857

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS
(Dollars in thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefor are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

2. All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.

3. Show in columns (e), (f) and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) effected.

5. disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (h)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	395,553	382,219	0.72				1
2	(4) Other right-of-way expenditures	3,746	3,659	1.37				2
3	(5) Tunnels and subways	83,436	78,735	0.91				3
4	(6) Bridges, trestles, and culverts	251,399	257,352	1.12				4
5	(7) Elevated structures							5
6	(8) Ties	1,358,277	1,381,707	3.34				6
7	(9) Rail and other track material	2,299,346	2,297,749	3.21				7
8	(11) Ballast	638,058	650,250	1.98				8
9	(13) Fences, snowsheds, and signs	10,611	10,423	1.54				9
10	(16) Station and office buildings	124,629	121,788	2.06				10
11	(17) Roadway buildings	8,692	10,009	2.50				11
12	(18) Water stations	3,589	3,840	2.60				12
13	(19) Fuel stations	8,600	9,007	2.78				13
14	(20) Shops and enginehouses	101,384	99,628	1.66				14
15	(22) Storage warehouses	3	3	0.00				15
16	(23) Wharves and docks	28	28	0.00				16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals	105,675	108,495	3.45				18
19	(26) Communication systems	121,658	124,788	2.40				19
20	(27) Signals and interlockers	282,789	289,804	2.32				20
21	(29) Power plants	747	1,177	1.70				21
22	(31) Power-transmission systems	9,659	11,627	1.98				22
23	(35) Miscellaneous structures	1,871	1,863	1.07				23
24	(37) Roadway machines	86,034	95,635	4.49				24
25	(39) Public improvements - Construction	79,850	86,128	1.42				25
26	(44) Shop machinery	39,211	31,317	3.16				26
27	(45) Power-plant machinery	2,699	2,697	2.60				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	6,017,544	6,059,928	2.71				30
	EQUIPMENT							
31	(52) Locomotives	1,461,135	1,460,827	4.10				31
32	(53) Freight-train cars	870,960	792,666	3.92				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment							34
35	(56) Floating equipment							35
36	(57) Work equipment	23,203	23,566	16.08				36
37	(58) Miscellaneous equipment	16,741	11,049	4.07				37
38	(59) Computer systems and word processing equip.	20,961	23,163	11.44				38
39	TOTAL EQUIPMENT	2,393,000	2,311,271	4.24				39
40	GRAND TOTAL	8,410,544	8,371,199	N/A			N/A	40

335. ACCUMULATED DEPRECIATION- ROAD AND EQUIPMENT OWNED AND USED

(Dollars in thousands)

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation, Road and Equipment Property", during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals-Credit-Equipment" accounts and "Other Rents-Credit-Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental-Debit-Equipment" account and "Other Rents-Debit-Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others).

2. If any data are included in columns (d) or (f), explain the entries in detail.

3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."

4. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.

5. Enter amounts representing amortization under an authorized program other than for defense projects on lines 29 and 39.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	94,170	3,314		11,615		85,869	1
2		(4) Other right-of-way expenditures	(1,448)	63		461		(1,846)	2
3		(5) Tunnels and subways	9,025	897		668		9,254	3
4		(6) Bridges, trestles, and culverts	59,903	3,354		6,945		56,312	4
5		(7) Elevated structures							5
6		(8) Ties	538,284	50,968		59,066		530,186	6
7		(9) Rail and other track material	857,702	82,982		102,930		837,754	7
8		(11) Ballast	123,821	14,506		12,362		125,965	8
9		(13) Fences, snowsheds, and signs	3,052	208		166		3,094	9
10		(16) Station and office buildings	35,490	3,000		1,715		36,775	10
11		(17) Roadway buildings	5,083	281		(651)		6,015	11
12		(18) Water stations	1,645	123		4		1,764	12
13		(19) Fuel stations	4,857	290		68		5,079	13
14		(20) Shops and enginehouses	40,730	1,944		1,376		41,298	14
15		(22) Storage warehouses	1					1	15
16		(23) Wharves and docks	100			(1)		101	16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals	42,087	4,443		228		46,302	18
19		(26) Communication systems	38,339	3,561		913		40,987	19
20		(27) Signals and interlockers	118,128	7,899		2,190		123,837	20
21		(29) Power plants	(57)	20		(2)		(35)	21
22		(31) Power-transmission systems	4,678	253		11		4,920	22
23		(35) Miscellaneous structures	823	49		(21)		893	23
24		(37) Roadway machines	65,601	4,923		(299)		70,823	24
25		(39) Public improvements-Constructn	24,099	1,416		401		25,114	25
26		(44) Shop machinery **	17,483	1,235		8,579		10,139	26
27		(45) Power-plant machinery	1,676	84		28		1,732	27
28		All other road accounts							28
29		Amortization (Adjustments)	61,477	(3,428)		638		57,411	29
30		TOTAL ROAD	2,146,749	182,385		209,390		2,119,744	30
		EQUIPMENT							
31	*	(52) Locomotives	339,667	76,016		7,481		408,202	31
32	*	(53) Freight-train cars	403,310	37,417		71,153		369,574	32
33	*	(54) Passenger-train cars							33
34	*	(55) Highway revenue equipment	(201)					(201)	34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	10,612	987		388		11,211	36
37	*	(58) Miscellaneous equipment	7,071	859		6,329		1,601	37
38		(59) Computer systems and word processing equipment	8,688	3,056		(3)		11,747	38
39	*	Amortization (Adjustments)	92,967	(15,127)		1		77,839	39
40		TOTAL EQUIPMENT	862,114	103,208		85,349		879,973	40
41		GRAND TOTAL	3,008,863	285,593		294,739		2,999,717	41

** to be reported with equipment expenses rather than W&S expenses.

339. ACCRUED LIABILITY - LEASED PROPERTY
(Dollars in Thousands)

1. Disclose the required information relating to credits and debits of Account 772, "Accrued Liability Leased Property", during the year concerning road and equipment leased from others.
2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor
3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.
4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.
5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to Account 772 are made by the accounting company, show in column (c) the charges to operating expenses, and in column (f) show payments made to the lessor in settlement thereof

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings		NONE					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const.							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

* To be reported with equipment expense rather than W&S expense.

340. DEPRECIATION BASE AND RATES - IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

1 Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

2. All improvements to leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.

3. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of the total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast				8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings	INCLUDED IN SCHEDULE 332			10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements-const.				25
26		(44) Shop machinery *				26
27		(45) Power-plant machinery				27
28		All other road accounts				28
29		Amortization (Adjustments)				29
30		TOTAL ROAD				30
		EQUIPMENT				
31		(52) Locomotives				31
32		(53) Freight-train cars				32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment				36
37		(58) Miscellaneous equipment				37
38		(59) Computer systems and word processing equipment				38
39		Amortization Adjustments				39
40		TOTAL EQUIPMENT				40
41		GRAND TOTAL				41

* To be reported with equipment expense rather than W&S expense.

342. ACCUMULATED DEPRECIATION - IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

1. Enter the required information concerning debits and credits to account 733, "Accumulated Depreciation-Improvements on "Leased Property", during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent

2 If any entries are made for column (d) "Other credits" or column (f) "Other debits", state the facts occasioning such entries on page 35. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr".

3 Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 35.

4 Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.

5 Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39 Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, & signs							9
10		(16) Station & office buildings		INCLUDED IN SCHEDULE 335.					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

* To be reported with equipment expense rather than W&S expense.

NOTES AND REMARKS FOR SCHEDULE 342

350. DEPRECIATION BASE AND RATES-ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00 and 32-23-00.

2. Show in columns (b) and (c), for each property account, the depreciation base used in computing the depreciation for the month of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.

3. In column (d) show the composite rates used to compute the depreciation for December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.

5. If the total road leased to others is less than 5% of the total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast		NONE		8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings				10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements-construction				25
26		(44) Shop machinery				26
27		(45) Power-plant machinery				27
28		All other road accounts				28
29		TOTAL ROAD				29
		EQUIPMENT				
30		(52) Locomotives				30
31		(53) Freight-train cars				31
32		(54) Passenger-train cars				32
33		(55) Highway revenue equipment				33
34		(56) Floating equipment				34
35		(57) Work equipment				35
36		(58) Miscellaneous equipment				36
37		(59) Computer systems and word processing equipment				37
38		TOTAL EQUIPMENT				38
39		GRAND TOTAL				39

351. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in thousands)

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00

2. Disclose credits and debits to Account 735, "Accumulated Depreciation-Road Equipment Property", during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).

3. If any entries are made for "Other credits", and "Other debits", state the facts occasioning such entries. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr"

4. Details in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties			NONE				6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

* To be reported with equipment expense rather than W&S expense.

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company)

(Dollars in thousands)

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of the property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property", and 732, "Improvements on Leased Property", of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from the respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.

2. In column (a), classify each company in this schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).

3. In columns (a) to (e), inclusive, first show the data requested for the respondent (R); next the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show a total for each class of company in column (d) and (e). Then show as deductions, data for transportation property leased to carriers and others.

4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736 and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	Southern Pacific Transportation Co., St. Louis				1
2		Southwestern Railway and The Denver & Rio Grande				2
3		Western Railroad Co.	11,317	8,519,545	3,007,015	3
4		Plus: Road property leased from others				4
5	O	City and County of San Francisco (Formerly				5
6		Ocean Shore Railway) yard switching tracks		34		6
7	O	Union Pacific Railroad Co.-Tracks & facilities		333		7
8	O	The Ogden Union Railway and Depot Co.-				8
9		Yard switching tracks		14		9
10	O	Medford Corp., Medford, Oregon-Way				10
11		switching tracks		40		11
12	O	Nueces County Navigation District No. 1				12
13		Terminal properties, Corpus Christi, Texas		581		13
14	O	Missouri Pacific Railroad Company		184	33	14
15	O	Moffat Tunnel Improvement District	9	11,435 #	0 *	15
16	O	Montwood Corporation	6	5,474 @	0 **	16
17						17
18						18
19		.. # As inventoried by I.C.C. as of 12/31/1928, and				19
20		reported in Land Report dated 3/31/1930, and				20
21		Engineering Report dated 5/09/1931. Includes				21
22		estimated value base on capitalization of rentals				22
23		at 6%.				23
24		@ Basis per Montwood Corporation records.				24
25		* No depreciation reserve is maintained by				25
26		respondent or by Moffat Tunnel Improvement				26
27		District.				27
28		** No depreciation reserve is maintained by				28
29		respondent.				29
30						30
31		TOTAL	11,332	8,537,640	3,007,048	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties
2. The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain on page 37 methods of estimating value of property of non-carriers or property of other carriers.
4. Report on line 30 amounts not includible in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)	Line No.
1		(2) Land for transportation purposes	89,626			127	1
2		(3) Grading	383,686			3,100	2
3		(4) Other right-of-way expenditures	3,668				3
4		(5) Tunnels and subways	78,855			9,244	4
5		(6) Bridges, trestles, and culverts	258,160			70	5
6		(7) Elevated structures					6
7		(8) Ties	1,381,707			775	7
8		(9) Rail and other track material	2,297,749			1,630	8
9		(11) Ballast	650,250			315	9
10		(13) Fences, snow sheds, and signs	10,429			1	10
11		(16) Station and office buildings	121,840			19	11
12		(17) Roadway buildings	10,015			38	12
13		(18) Water stations	3,849				13
14		(19) Fuel stations	9,028				14
15		(20) Shops and enginehouses	99,652				15
16		(22) Storage warehouses	3				16
17		(23) Wharves and docks	28				17
18		(24) Coal and ore wharves					18
19		(25) TOFC/COFC terminals	108,495				19
20		(26) Communication systems	124,928				20
21		(27) Signals and interlockers	293,870			78	21
22		(29) Power plants	1,177				22
23		(31) Power-transmission systems	11,656				23
24		(35) Miscellaneous structures	1,933				24
25		(37) Roadway machines	95,639				25
26		(39) Public improvements - Construction	86,157			612	26
27		(44) Shop machinery	31,375				27
28		(45) Power-plant machinery	2,698				28
29		Leased property capitalized rentals (explain)				547	29
30		Other (specify and explain)					30
31		TOTAL ROAD	6,156,473			16,556	31
32		(52) Locomotives	1,460,827				32
33		(53) Freight-train cars	792,735				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment					35
36		(56) Floating equipment					36
37		(57) Work equipment	23,639				37
38		(58) Miscellaneous equipment	11,049				38
39		(59) Computer systems and word processing equipment	23,163				39
40		TOTAL EQUIPMENT	2,311,413				40
41		(76) Interest during construction	5,240			1,539	41
42		(80) Other elements of investment					42
43		(90) Construction in progress	46,419				43
44		GRAND TOTAL	8,519,545			18,095	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

CROSS-CHECKS

Schedule 410

Line 620, column (h)
 Line 620, column (f)
 Line 620, column (g)

= Line 14, column (h)
 = Line 14, column (d)
 = Line 14, column (e)

Schedule 210

Schedule 412

Lines 136 thru 138 column (f)
 Lines 118 thru 123, and 130 thru 135 column (f)

= Line 29 column (b)
 = Line 29, column (c)

Schedule 414

Line 231, column (f)
 Line 230, column (f)

= Line 19, columns (b) thru (d)
 = Line 19, columns (c) thru (g)

Schedule 415

Lines 207, 208, 211, 212, column (f)
 Lines 226, 227, column (f)
 Lines 311, 312, 315, 316, column (f)

= Lines 5, 38, column (f)
 = Lines 24, 39, column (f)
 = Lines 32, 35, 36, 37, 40, 41, column (f)

And

Schedule 414

Minus line 24, columns (b) thru (d) plus line 24,
 columns (e) thru (g)

Schedule 415

Line 213, column (f)
 Line 232, column (f)
 Line 317, column (f)

= Lines 5, 38, columns (c) and (d)
 = Lines 24, 39, columns (c) and (d)
 = Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

Lines 202, 203, 216, column (f) (equal to or greater
 than, but variance cannot exceed line 216, column (f))

Lines 5, 38, column (h)

Lines 221, 222, 235, column (f) (equal to or greater
 than, but variance cannot exceed line 235, column (f))

Lines 24, 39, column (b)

Lines 302 thru 307 and 320, column (f) (equal to
 or greater than, but variance cannot exceed
 line 320, column (f))

Lines 32, 35, 36, 37, 40, 41, column (b)

Schedule 417

Line 507, column (f)
 Line 508, column (f)
 Line 509, column (f)
 Line 510, column (f)
 Line 511, column (f)
 Line 512, column (f)
 Line 513, column (f)
 Line 514, column (f)
 Line 515, column (f)
 Line 516, column (f)
 Line 517, column (f)

= Line 1, column (j)
 = Line 2, column (j)
 = Line 3, column (j)
 = Line 4, column (j)
 = Line 5, column (j)
 = Line 6, column (j)
 = Line 7, column (j)
 = Line 8, column (j)
 = Line 9, column (j)
 = Line 10, column (j)
 = Line 11, column (j)

Schedule 450

Line 4 column b

Schedule 210

= Line 47 column b

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad companies, and allocate the common operating expenses in accordance with the Commission's rules governing the separation of such expenses between freight and passenger services.

Line No	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No
			Salaries & wages (b)	Matl. tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		WAY AND STRUCTURES ADMINISTRATION								
1		Track	2,254	811	1,899	365	5,329		5,329	1
2		Bridge and Building	1,148	171	244	1	1,564		1,564	2
3		Signal	3,307	79	170	81	3,637		3,637	3
4		Communication	2,305	60	537	1,144	4,046		4,046	4
5		Other	4,787	1,590	4,402	2,581	13,360		13,360	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	654	115	9,104	1,552	11,425		11,425	6
7		Roadway - Switching	68	12	953	162	1,195		1,195	7
8		Tunnels and Subways-Running	226	45	26	9	306		306	8
9		Tunnels and Subways-Switching	24	5	3	1	33		33	9
10		Bridges & Culverts-Running	4,666	1,090	1,396	892	8,044		8,044	10
11		Bridges & Culverts-Switching	488	114	146	93	841		841	11
12		Ties - Running	(73)	209	216	102	454		454	12
13		Ties - Switching	(13)	36	37	17	77		77	13
14		Rail & Other Tk Matl-Running	1,164	2,048	9,934	892	14,038		14,038	14
15		Rail & Other Tk Matl-Switching	111	196	951	85	1,343		1,343	15
16		Ballast - Running	205	970	80	54	1,309		1,309	16
17		Ballast - Switching	13	61	5	3	82		82	17
18		Rd Prop Damaged - Running	3,735	1,846	2,396	353	8,330		8,330	18
19		Rd Prop Damaged - Switching	391	193	251	37	872		872	19
20		Rd Prop Damaged - Other	198	109	71	3	381		381	20
21		Signals & Interlockers-Running	10,846	7,280	2,581	959	21,666		21,666	21
22		Signals & Interlockers-Switch.	1,136	762	270	100	2,268		2,268	22
23		Communications Systems	5,702	2,494	1,101	254	9,551		9,551	23
24		Power Systems	3,130	546	417	3	4,096		4,096	24
25		Highway Grade Crossings-Running	398	536	486	65	1,485		1,485	25
26		Highway Grade Crossings-Switch.	42	56	51	7	156		156	26
27		Station and Office Buildings	1,705	879	2,506	656	5,746		5,746	27
28		Shop Buildings - Locomotives	(86)	0	48	0	(38)		(38)	28
29		Shop Buildings - Freight Cars	0	4	6	0	10		10	29
30		Shop Buildings - Other Equip.	154	216	209	16	595		595	30

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matt,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		REPAIR AND MAINTENANCE - (Cont'd)								
101		Locomotive Svc Facilities	416	609	1,498	138	2,661		2,661	101
102		Misc Buildings & Structures	423	391	247	593	1,654		1,654	102
103		Coal Terminals	0	0	0	0	0		0	103
104		Ore Terminals	0	0	0	0	0		0	104
105		Other Marine Terminals	0	0	0	0	0		0	105
106		TOFC/COFC - Terminals	38	34	3,867	2	3,941		3,941	106
107		Motor Vehicle Ld & Distrib Fac	0	0	11	0	11		11	107
108		Fac for Other Specialized Svc	2	0	0	9	11		11	108
109		Roadway Machines	1,722	(1,416)	1,318	680	2,304		2,304	109
110		Small Tools and Supplies	5	8,192	3,293	181	11,671		11,671	110
111		Snow Removal	0	2	0	0	2		2	111
112		Fringe Benefits - Running	N/A	N/A	N/A	7,826	7,826		7,826	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	824	824		824	113
114		Fringe Benefits - Other	N/A	N/A	N/A	9,885	9,885		9,885	114
115		Casualties & Ins - Running	N/A	N/A	N/A	16,734	16,734		16,734	115
116		Casualties & Ins. - Switching	N/A	N/A	N/A	5,469	5,469		5,469	116
117		Casualties & Ins. - Other	N/A	N/A	N/A	45,594	45,594		45,594	117
118	*	Lease Rentals-Dr. - Running	N/A	N/A	0	N/A	0		0	118
119	*	Lease Rentals-Dr. - Switching	N/A	N/A	0	N/A	0		0	119
120	*	Lease Rentals-Dr. - Other	N/A	N/A	23,824	N/A	23,824		23,824	120
121	*	Lease Rentals-(Cr.)-Running	N/A	N/A	(4)	N/A	(4)		(4)	121
122	*	Lease Rentals-(Cr.)-Switching	N/A	N/A	0	N/A	0		0	122
123	*	Lease Rentals-(Cr.)-Other	N/A	N/A	(3,025)	N/A	(3,025)		(3,025)	123
124		Jt Fac Rent-Dr. - Running	N/A	N/A	23,075	N/A	23,075		23,075	124
125		Jt Fac Rent-Dr. - Switching	N/A	N/A	521	N/A	521		521	125
126		Jt Fac Rent-Dr - Other	N/A	N/A	34	N/A	34		34	126
127		Jt Fac Rent-(Cr.)-Running	N/A	N/A	(11,259)	N/A	(11,259)		(11,259)	127
128		Jt Fac Rent-(Cr.)-Switching	N/A	N/A	(2,361)	N/A	(2,361)		(2,361)	128
129		Jt Fac Rent-(Cr.)-Other	N/A	N/A	(8)	N/A	(8)		(8)	129
130	*	Other Rents-Debit - Running	N/A	N/A	0	N/A	0		0	130
131	*	Other Rents-Debit - Switching	N/A	N/A	0	N/A	0		0	131
132	*	Other Rents-Debit - Other	N/A	N/A	24	N/A	24		24	132
133	*	Other Rents-(Credit)-Running	N/A	N/A	0	N/A	0		0	133

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl. tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)		
		REPAIR AND MAINTENANCE - Cont'd							
134	*	Other Rents-(Credit)-Switching	N/A	N/A	0	N/A	0	0	134
135	*	Other Rents-(Credit)-Other	N/A	N/A	0	N/A	0	0	135
136	*	Depreciation - Running	N/A	N/A	N/A	145,345	145,345	145,345	136
137	*	Depreciation - Switching	N/A	N/A	N/A	16,828	16,828	16,828	137
138	*	Depreciation - Other	N/A	N/A	N/A	18,173	18,173	18,173	138
139		Jt Facility-Debit - Running	N/A	N/A	55,124	N/A	55,124	55,124	139
140		Jt Facility-Debit - Switching	N/A	N/A	1,208	N/A	1,208	1,208	140
141		Jt Facility-Debit - Other	N/A	N/A	112	N/A	112	112	141
142		Jt Facility-(Credit)-Running	N/A	N/A	(17,638)	N/A	(17,638)	(17,638)	142
143		Jt Facility-(Credit)-Switching	N/A	N/A	(1,293)	N/A	(1,293)	(1,293)	143
144		Jt Facility-(Credit)-Other	N/A	N/A	(12)	N/A	(12)	(12)	144
145		Dismantl. Retired Rd Prop-Run.	0	0	0	0	0	0	145
146		Dismantl. Retired Rd Prop-Switch	0	0	0	0	0	0	146
147		Dismantl. Retired Rd Prop-Other	0	0	0	0	0	0	147
148		Other - Running	60	1,036	1,955	0	3,051	3,051	148
149		Other - Switching	6	108	205	0	319	319	149
150		Other - Other	474	(40)	1,401	284	2,119	2,119	150
151		TOTAL WAY AND STRUCTURE	51,831	31,449	122,613	279,052	484,945	484,945	151
		EQUIPMENT							
		LOCOMOTIVES							
201		Administration	8,627	832	654	206	10,319	10,319	201
202	*	Repair and Maintenance	48,560	58,847	51,132	(27)	158,512	158,512	202
203	*	Machinery Repair	1,147	23	0	0	1,170	1,170	203
204		Equipment Damaged	158	0	1	0	159	159	204
205		Fringe Benefits	N/A	N/A	N/A	21,123	21,123	21,123	205
206		Other Casualties & Insurance	N/A	N/A	N/A	9,477	9,477	9,477	206
207	*	Lease Rentals - Debit	N/A	N/A	26,168	N/A	26,168	26,168	207
208	*	Lease Rentals - (Credit)	N/A	N/A	(7,707)	N/A	(7,707)	(7,707)	208
209		Joint Facility Rent - Debit	N/A	N/A	12	N/A	12	12	209
210		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	210
211	*	Other Rents - Debit	N/A	N/A	0	N/A	0	0	211
212	*	Other Rents - (Credit)	N/A	N/A	0	N/A	0	0	212
213	*	Depreciation	N/A	N/A	N/A	72,287	72,287	72,287	213
214		Joint Facility - Debit	N/A	N/A	609	N/A	609	609	214
215		Joint Facility - (Credit)	N/A	N/A	5	N/A	5	5	215
216	*	Repairs Bill. to Others-(Credit)	N/A	N/A	0	N/A	0	0	216

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl.tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		LOCOMOTIVES - Cont'd								
217		Dismantling Retired Property	0	0	0	0	0		0	217
218		Other	598	0	1,840	79	2,517		2,517	218
219		TOTAL LOCOMOTIVES	59,090	59,702	72,714	103,145	294,651		294,651	219
		FREIGHT CARS								
220		Administration	3,790	1,227	3,694	1,769	10,480		10,480	220
221	*	Repair and Maintenance	31,379	33,283	44,025	7	108,694		108,694	221
222	*	Machinery Repair	0	433	267	0	700		700	222
223		Equipment Damaged	0	0	12,645	0	12,645		12,645	223
224		Fringe Benefits	N/A	N/A	N/A	13,150	13,150		13,150	224
225		Other Casualties & Insurance	N/A	N/A	N/A	13,237	13,237		13,237	225
226	*	Lease Rentals - Debit	N/A	N/A	70,183	N/A	70,183		70,183	226
227	*	Lease Rental - (Credit)	N/A	N/A	(87)	N/A	(87)		(87)	227
228		Joint Facility Rent - Debit	N/A	N/A	517	N/A	517		517	228
229		Joint Facility Rent - (Credit)	N/A	N/A	(46)	N/A	(46)		(46)	229
230	*	Other Rents - Debit	N/A	N/A	285,986	N/A	285,986		285,986	230
231	*	Other Rents - (Credit)	N/A	N/A	(91,274)	N/A	(91,274)		(91,274)	231
232	*	Depreciation	N/A	N/A	N/A	29,182	29,182		29,182	232
233		Joint Facility - Debit	N/A	N/A	553	N/A	553		553	233
234		Joint Facility - (Credit)	N/A	N/A	(151)	N/A	(151)		(151)	234
235	*	Repairs Billed to Others-(Credit)	N/A	N/A	(46,543)	N/A	(46,543)		(46,543)	235
236		Dismantling Retired Property	1	0	0	0	1		1	236
237		Other	1,644	1	41	30	1,716		1,716	237
238		TOTAL FREIGHT CARS	36,814	34,944	279,810	57,375	408,943		408,943	238
		OTHER EQUIPMENT								
301		Administration	1,123	64	1,241	1,243	3,671		3,671	301
		Repair and Maintenance								
302	*	Trucks, Trlrs & Cont.-Rev Svc	35	(28)	7,526	(3)	7,530		7,530	302
303	*	Floating Equip.-Revenue Service	0	0	0	0	0		0	303
304	*	Psgr & Other Revenue Equip.	8	(133)	(9)	0	(134)		(134)	304
305	*	Computers & Data Proc Systems	0	0	7,615	14	7,629		7,629	305
306	*	Machinery	0	150	21	0	171		171	306
307	*	Work & Other Non-Rev Equip.	398	107	1,250	177	1,932		1,932	307
308		Equipment Damaged	0	0	0	0	0		0	308
309		Fringe Benefits	N/A	N/A	N/A	559	559		559	309
310		Other Casualties & Insurance	N/A	N/A	N/A	5,599	5,599		5,599	310
311	*	Lease Rentals - Debit	N/A	N/A	33,206	N/A	33,206		33,206	311
312	*	Lease Rentals - (Credit)	N/A	N/A	0	N/A	0		0	312

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)			
		OTHER EQUIPMENT-Cont'd							
313		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	314
315	*	Other Rents - Debit	N/A	N/A	43,449	N/A	43,449	43,449	315
316	*	Other Rents - (Credit)	N/A	N/A	(1,314)	N/A	(1,314)	(1,314)	316
317	*	Depreciation	N/A	N/A	N/A	3,131	3,131	3,131	317
318		Joint Facility - Debit	N/A	N/A	70	N/A	70	70	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	319
320	*	Repairs Billed to Others-(Credit)	N/A	N/A	(301)	N/A	(301)	(301)	320
321		Demantling Retured Property	0	0	0	0	0	0	321
322		Other	0	0	16	0	16	16	322
323		TOTAL OTHER EQUIPMENT	1,564	160	92,770	10,720	105,214	105,214	323
324		TOTAL EQUIPMENT	97,468	94,806	445,294	171,240	808,808	808,808	324
		TRANSPORTATION: TRAIN OPERATIONS							
401		Administration	17,004	1,307	4,417	1,816	24,544	24,544	401
402		Engine Crews	165,497	0	10	6,184	171,691	171,691	402
403		Train Crews	179,390	648	570	4,227	184,835	184,835	403
404		Dispatching Trains	22,679	0	4	9	22,692	22,692	404
405		Operating Signals & Interlockers	840	2	237	0	1,079	1,079	405
406		Operating Drawbridges	303	0	0	0	303	303	406
407		Highway Crossing Protection	0	0	119	0	119	119	407
408		Train Inspection & Lubrication	19,679	6,473	1,222	2	27,376	27,376	408
409		Locomotive Fuel	4	303,355	0	0	303,359	303,359	409
410		Elect Power Pur/Prod-Mot.Power	0	0	0	0	0	0	410
411		Servicing Locomotives	28,697	4,009	369	11	33,086	33,086	411
412		Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0	0	412
413		Clearing Wrecks	0	3	8,063	0	8,066	8,066	413
414		Fringe Benefits	N/A	N/A	N/A	155,099	155,099	155,099	414
415		Other Casualties and Insurance	N/A	N/A	N/A	44,284	44,284	44,284	415
416		Joint Facility - Debit	N/A	N/A	28,169	N/A	28,169	28,169	416
417		Joint Facility - (Credit)	N/A	N/A	(1,525)	N/A	(1,525)	(1,525)	417
418		Other	54	211	3,430	14,702	18,397	18,397	418
419		TOTAL TRAIN OPERATIONS	434,147	316,008	45,085	226,334	1,021,574	1,021,574	419
		YARD OPERATIONS							
420		Administration	5,140	303	107	35	5,585	5,585	420
421		Switch Crews	78,990	1,547	158	0	80,695	80,695	421

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	Freight				Passenger	Total	Line No.
			Salaries & wages (b)	Matt.tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)			
		YARD OPERATIONS - Continued							
422		Controlling Operations	23,953	1,134	5,594	58	30,739	30,739	422
423		Yard and Terminal Clerical	21,839	1,253	116	606	23,814	23,814	423
424		Oper Switch..signal,Retar.& Humps	2,728	0	0	0	2,728	2,728	424
425		Locomotive Fuel	0	7,066	0	0	7,066	7,066	425
426		Elect Power Pur/Prod-Mot.Power	0	0	0	0	0	0	426
427		Servicing Locomotives	1,003	135	0	0	1,138	1,138	427
428		Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0	0	428
429		Clearing Wrecks	986	329	3,017	0	4,332	4,332	429
430		Fringe Benefits	N/A	N/A	N/A	48,101	48,101	48,101	430
431		Other Casualties and Insurance	N/A	N/A	N/A	20,980	20,980	20,980	431
432		Joint Facility - Debit	N/A	N/A	12,849	N/A	12,849	12,849	432
433		Joint Facility - (Credit)	N/A	N/A	(2,214)	N/A	(2,214)	(2,214)	433
434		Other	11	18	181	6,207	6,417	6,417	434
435		TOTAL YARD OPERATIONS	134,650	11,785	19,808	75,987	242,230	242,230	435
		TRAIN AND YARD OPERATIONS - COMMON							
501		Cleaning Car Interiors	(141)	6	3,529	0	3,394	3,394	501
502		Adjusting and Transfer Loads	45	8	256	0	309	309	502
503		Car Loading Devices&Grain Doors	0	0	47	0	47	47	503
504		Frt Lost or Damaged-all other	N/A	N/A	N/A	25,540	25,540	25,540	504
505		Fringe Benefits	N/A	N/A	N/A	(29)	(29)	(29)	505
506		TOTAL TRAIN & YD OP COM	(96)	14	3,832	25,511	29,261	29,261	506
		SPECIALIZED SERVICE OPERATIONS							
507	*	Administration	1,110	1,137	8,643	459	11,349	11,349	507
508	*	PU&D and Marine Line Haul	0	0	0	0	0	0	508
509	*	Load & Unload & Local Marine	3	0	17,780	0	17,783	17,783	509
510	*	Protective Services	0	1	6,535	0	6,536	6,536	510
511	*	Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0	0	511
512	*	Fringe Benefits	N/A	N/A	N/A	412	412	412	512
513	*	Casualties and Insurance	N/A	N/A	N/A	1,480	1,480	1,480	513
514	*	Joint Facility - Debit	N/A	N/A	46	N/A	46	46	514
515	*	Joint Facility - (Credit)	N/A	N/A	(23)	N/A	(23)	(23)	515
516	*	Other	0	2	7	2	11	11	516
517	*	TOTAL SPEC SVC. OPER.	1,113	1,140	32,988	2,353	37,594	37,594	517

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	Freight					Passenger	Total	Line No.
			Salaries & wages (b)	Matl. tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		ADMIN SUPPORT OPERATIONS								
518		Administration	5,969	1,955	5,511	2,035	15,470		15,470	518
519		Employee Perform Clerical & Acctg	30,844	363	1,455	122	32,784		32,784	519
520		Communication Systems Operation	225	39	6,265	246	6,775		6,775	520
521		Loss & Damage Claims Processing	672	5	5	88	770		770	521
522		Fringe Benefits	N/A	N/A	N/A	13,474	13,474		13,474	522
523		Casualties and Insurance	N/A	N/A	N/A	10,782	10,782		10,782	523
524		Joint Facility - Debit	N/A	N/A	16	N/A	16		16	524
525		Joint Facility - (Credit)	N/A	N/A	0	N/A	0		0	525
526		Other	(15)	73	10,858	5,726	16,642		16,642	526
527		TOTAL ADMIN SUPPORT OPER	37,695	2,435	24,110	32,473	96,713		96,713	527
528		TOTAL TRANSPORTATION	607,509	331,382	125,823	362,658	1,427,372		1,427,372	528
		GENERAL AND ADMINISTRATIVE								
601		Officers-Gen'l Administration	8,719	76	1,467	2,898	13,160		13,160	601
602		Accounting, Auditing and Finance	24,429	1,101	3,729	879	30,138		30,138	602
603		Mgt Services & Data Processing	1,935	452	42,131	49	44,567		44,567	603
604		Marketing	11,180	499	(223)	1,650	13,106		13,106	604
605		Sales	7,002	329	1,843	1,471	10,645		10,645	605
606		Industrial Development	489	16	1,655	63	2,223		2,223	606
607		Personnel and Labor Relations	3,900	215	3,388	384	7,887		7,887	607
608		Legal and Secretarial	6,600	241	13,430	816	21,087		21,087	608
609		Public Relations & Advertising	401	150	918	721	2,190		2,190	609
610		Research and Development	0	0	0	0	0		0	610
611		Fringe Benefits	N/A	N/A	N/A	23,769	23,769		23,769	611
612		Casualties and Insurance	N/A	N/A	N/A	3,735	3,735		3,735	612
613		Writedown of Uncollect. Accts	N/A	N/A	N/A	0	0		0	613
614		Property Taxes	N/A	N/A	N/A	20,622	20,622		20,622	614
615		Other Taxes Except Income & PR	N/A	N/A	N/A	55,507	55,507		55,507	615
616		Joint Facility - Debit	N/A	N/A	1,247	N/A	1,247		1,247	616
617		Joint Facility - (Credit)	N/A	N/A	1	N/A	1		1	617
618		Other	4,974	3	77	5,125	10,179		10,179	618
619		TOTAL GENERAL AND ADMIN.	69,629	3,082	69,663	117,689	260,063		260,063	619
620	*	TOTAL CARRIER OPER EXP	826,437	460,719	763,393	930,639	2,981,188		2,981,188	620

412. WAY AND STRUCTURES
(Dollars in thousands)

- 1 Report freight expenses only
- 2 The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines 136, 137 and 138.
- 3 Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rental reported in column (c), line 29 should balance to the net amount reported in schedule 410, column (f), lines 118 through 123, plus lines 130 through 135.
If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property category is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property Use schedule 352B of this report for obtaining the depreciation bases of the categories of leased property.
- 4 Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item: the net adjustment on line 29 shall equal the adjustment reported on line 29 of schedule 335.
- 5 Report on line 28 all other lease rentals not apportioned to any category listed on lines 1 through 27.
- 6 Line 11, account 16, should not include computer and data processing equipment reported on line 37 of schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A	13,045		1
2		3	Grading	2,335		(978)	2
3		4	Other right-of-way expenditures	50		(13)	3
4		5	Tunnels and subways	889	12	(8)	4
5		6	Bridges, trestles and culverts	1,820		(1,534)	5
6		7	Elevated structures	1			6
7		8	Ties	51,309	164	343	7
8		9	Rail and other track material	82,528	330	(448)	8
9		11	Ballast	14,522	164	20	9
10		13	Fences, snowsheds and signs	(83)		(291)	10
11		16	Station and office buildings	3,007	4,783	8	11
12		17	Roadway buildings	331		50	12
13		18	Water stations	140		17	13
14		19	Fuel stations	267		(23)	14
15		20	Shops and enginehouses	2,204		259	15
16		22	Storage warehouses	1			16
17		23	Wharves and docks	2		1	17
18		24	Coal and ore wharves				18
19		25	TOFC/COFC terminals	4,436	4,444	(5)	19
20		26	Communications systems	3,189	113	(372)	20
21		27	Signals and interlockers	7,281		(617)	21
22		29	Power plants	18		(3)	22
23		31	Power transmission systems	254		1	23
24		35	Miscellaneous structures	12		(37)	24
25		37	Roadway machines	4,692	772	(235)	25
26		39	Public improvements: construction	1,060		(357)	26
27		45	Power plant machines	81		(3)	27
28		--	Other lease/rentals	N/A	(3,008)	N/A	28
29		--	TOTAL	180,346	20,819	(4,225)	29

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT-CARRYING EQUIPMENT

(Dollars in Thousands)

1. Report *Freight* expenses only.
2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings)
3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), line 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 Other Equipment" is outlined in note 6 to Schedule 415.
4. Report in column (h) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f) and (g) rentals for railroad owned cars presented by the Commission in Ex Parte No 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17

NOTES. Mechanical designations for each car type are shown in Schedule 710.

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
		CAR TYPES							
1		Box-Plain 40 Foot							1
2		Box-Plain 50 Foot and Longer		161	497	9,150	3,434	11,031	2
3		Box-Equipped		4,334	16,161	1	13,183	33,962	3
4		Gondola-Plain		518	245	1,009	2,184	4,246	4
5		Gondola-Equipped		936	3,504	12	4,381	9,501	5
6		Hopper-Covered		1,648	4,246	12,322	4,931	15,487	6
7		Hopper-Open Top-General Service		3,476	3,444	66	2,828	4,723	7
8		Hopper-Open Top-Special Service				109	212	682	8
9		Refrigerator-Mechanical		909	1,745	(20)	201	927	9
10		Refrigerator-Non-Mechanical		1,383	3,640	26	1,701	3,928	10
11		Flat TOFC/COFC		2,117	13,648	56,394	4,044	12,418	11
12		Flat Multi-Level		4,237	8,274	15,541	868	1,593	12
13		Flat-General Service		77	275	2	126	199	13
14		Flat-Other		930	3,753	9,201	1,919	7,467	14
15		Tank-Under 22,000 Gallons				9,667			15
16		Tank-22,000 Gallons and Over		1	28	13,519		16	16
17		All Other Freight Cars		5	21	115	62	228	17
18		Auto Racks			11,061			12,390	18
19		TOTAL FREIGHT TRAIN CARS		20,732	70,542	127,114	40,074	118,798	19
		OTHER FREIGHT-CARRYING EQUIPMENT							
20		Refrigerated Trailers							20
21		Other Trailers			1,314	20,728		9,837	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			1,314	20,728		9,837	24
25		GRAND TOTAL (LINES 19 AND 24)		20,732	71,856	147,842	40,074	128,635	25

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuel and lubricants, purchased services and general)
3. Report in column (b) net repair expense excluding the cost to repair damaged equipment.

Schedule 415, column (b), will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216 (excluding wreck repairs). Do not report in schedule schedule 415, Equipment Damaged from Schedule 410, line 204.
- (b) Freight Cars, line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.
- (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308.

Note: Lines 216, 235 and 320 of Schedule 410 are credit amounts.

The allocation of freight car repair expense reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21. Freight train repair costing, 49 CFR 1201.

4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342.

Depreciation charges reported on columns (c) and (d) will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, line 213.
 - (b) Freight Cars, line 24 plus line 39 compared to schedule 410, line 232.
 - (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35); Passenger and Other Revenue Equipment (line 36); computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.
5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (e), of Schedule 335.
 6. Lease/Rentals reported in column (f) should balance to column (f) of Schedule 410 as follows:
 - (a) Locomotives, line 5 plus 38 compared with Schedule 410, lines 207, 208, 211 and 212.
 - (b) Freight Cars, line 24 plus 39 compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414 and are not to be included in Schedule 415).
 - (c) Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing Lease/Rentals Other Equipment to Schedule 410. Do not report in Schedule 415 the Trailer and Container rentals reported in Schedule 414.
 7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of Equipment Used But Not Owned when the rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the Cost of Equipment Owned and Leased to Others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.

Property Used But Not Owned should also be included when the rent is included in Account Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00 and 31-23-00, inclusive.

The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h), of Schedule 415

8. Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415

415. SUPPORTING SCHEDULE - EQUIPMENT
(Dollars in thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
LOCOMOTIVES							
1		Diesel Locomotive-Yard	40,864	1,104		(1,139)	1
2		Diesel Locomotive-Road	117,648	39,049	31,219	(3,505)	2
3		Other Locomotive-Yard					3
4		Other Locomotive-Road					4
5		TOTAL	158,512	40,153	31,219	(4,644)	5
FREIGHT TRAIN CARS							
6		Box-Plain 40 Foot					6
7		Box-Plain 50 Foot and Longer	401	783			7
8		Box-Equipped	11,268	2,186	6,795	(4,307)	8
9		Gondola-Plain	270	98	361	(730)	9
10		Gondola-Equipped	2,953	1,563		631	10
11		Hopper-Covered	8,537	1,546	3,875	(958)	11
12		Hopper-Open Top-General Service	18,803	1,895	1,027	(838)	12
13		Hopper-Open Top-Special Service	347	(57)		(57)	13
14		Refrigerator-Mechanical	196	(1,708)		(3,001)	14
15		Refrigerator-Nonmechanical	4,461	(300)		(2,185)	15
16		Flat TOFC/COFC	3,449	127	779	87	16
17		Flat Multi-level	1,737	1,045		(784)	17
18		Flat-General Service	857	179		115	18
19		Flat-Other	3,486	1,421		(218)	19
20		All Other Freight Cars	236	12		(26)	20
21		Cabooses	16	1,274		1,066	21
22		Auto Racks	5,134	4,329	1,495	2,513	22
23		Miscellaneous Accessories					23
24	*	TOTAL FREIGHT TRAIN CARS	62,151	14,393	14,332	(8,692)	24
OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT							
25		Refrigerated Trailers					25
26		Other Trailers	7,530				26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	7,530				32
FLOATING EQUIPMENT-REVENUE SERVICE							
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
OTHER EQUIPMENT							
36	*	Passenger and Other Revenue Equipment (Freight Portion)	(134)				36
37	*	Computer systems and word processing equip.	7,629	2,888		(168)	37
38	*	Machinery-Locomotives ¹	1,170	915		114	38
39	*	Machinery-Freight Cars ²	700	457		41	39
40	*	Machinery-Other Equipments ³	171	18		1	40
41	*	Work and Other Non-revenue Equipment	1,631	(99)	324	(1,631)	41
42		TOTAL OTHER EQUIPMENT	11,167	4,179	324	(1,643)	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	239,360	58,725	45,875	(14,979)	43

¹ The data to be reported on line 38 in column (b) is the amount reported in Schedule 410, column (f), line 203, reduced by the allocable portion of line 216.

² The data to be reported on line 39 in column (b) is the amount reported in Schedule 410, column (f), line 222, reduced by the allocable portion of line 235.

³ The data to be reported on line 40 in column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306, reduced by the allocable portion of line 320.

415. SUPPORTING SCHEDULE - EQUIPMENT - Continued
(Dollars in thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1			55,083		38,358		1
2		18,461	811,485	594,259	311,883	57,961	2
3							3
4							4
5	*	18,461	866,568	594,259	350,241	57,961	5
6							6
7			11,817		104,305		7
8		7,177	119,541	147,886	(24,122)	16,969	8
9		5,124	20,523	6,634	15,187	3,319	9
10		(1,065)	25,074		14,138		10
11		14,279	70,480	64,581	41,980	6,986	11
12		15,745	73,468	22,085	39,800	2,147	12
13		458	12		(745)		13
14		1,009	29,331		26,527		14
15		1,694	29,154		14,092		15
16		17,840	799	16,185	(850)	2,413	16
17		4,436	40,888		32,766		17
18		35	2,043		1,214		18
19		3,203	53,907		26,243		19
20			1,414		817		20
21			2,997		3,682		21
22		161	38,934	14,982	29,488	13,218	22
23							23
24	*	70,096	520,382	272,353	324,522	45,052	24
25					185		25
26		4,537			(545)		26
27					159		27
28		4,658					28
29							29
30		4,073					30
31							31
32	*	13,268			(201)		32
33							33
34							34
35							35
36							36
37	*	16,186	23,163		11,747		37
38	*		20,029		4,551		38
39	*		10,863		5,216		39
40	*		483		372		40
41	*	16,636	33,788	900	12,488	324	41
42		32,822	88,326	900	34,374	324	42
43		134,647	1,475,276	867,512	708,936	103,337	43

1 The data to be reported on lines 38, 39 and 40 in columns (gg) and (h) is the investment recorded in Property Account 44, allocated to Locomotives, Freight Cars, and Other Equipment.

2 The depreciation to be reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for Property Account 44, and then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335, reduced by the allocable portion of line 320.

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		
			Inv. Base (c)	Accum. depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. Depr. & Amort. (m)	Line No
1	I	3	209,224	33,403	0.97							209,224	33,403	1
2		8	733,912	225,063	3.83							733,912	225,063	2
3		9	1,252,907	393,130	4.15							1,252,907	393,130	3
4		11	350,233	103,290	2.67							350,233	103,290	4
5	SUB-TOTAL		2,546,276	754,886			Included in Owned and Used			None		2,546,276	754,886	5
6	II	3	110,233	14,807	0.88							110,233	14,807	6
7		8	387,660	122,976	3.63							387,660	122,976	7
8		9	660,199	255,596	3.29							660,199	255,596	8
9		11	203,373	2,544	2.02							203,373	2,544	9
10	SUB-TOTAL		1,361,465	395,923								1,361,465	395,923	10
11	III	3	2,072	N/A	N/A					N/A	N/A	2,072	N/A	11
12		8	4,523	N/A	N/A					N/A	N/A	4,523	N/A	12
13		9	12,312	N/A	N/A					N/A	N/A	12,312	N/A	13
14		11	2,562	N/A	N/A					N/A	N/A	2,562	N/A	14
15	SUB-TOTAL		21,469	N/A	N/A					N/A	N/A	21,469	N/A	15
16	IV	3	58,704	35,756	0.59							58,704	35,756	16
17		8	244,603	173,866	4.17							244,603	173,866	17
18		9	351,628	175,936	3.14							351,628	175,936	18
19		11	89,873	18,588	1.92							89,873	18,588	19
20	SUB-TOTAL		744,808	404,146								744,808	404,146	20
21	V	3	3,453	1,903	0.61							3,453	1,903	21
22		8	11,009	8,281	3.77							11,009	8,281	22
23		9	20,703	13,092	3.21							20,703	13,092	23
24		11	4,209	1,543	1.60							4,209	1,543	24
25	SUB-TOTAL		39,374	24,819								39,374	24,819	25
26	GRAND TOTAL		4,713,392	1,579,774	N/A							4,713,392	1,579,774	26

(1) Columns (c) + (f) + (i) = Column (l).

Columns (d) + (g) + (k) = Column (m).

(2) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9, and 11 shown at year end on Schedule 330 and Schedule 330A.

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION
(Dollars in Thousands)

- 1 Report freight expenses only.
- 2 Report in lines 1, 2, 3, 4 and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
- 3 When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
- 4 Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See schedule 755, note R.
- 5 The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
- 6 Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
- 7 Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
- 8 Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b - i) (j)	Line No.
1	*	Administration	11,349								11,349	1
2	*	Pick up and delivery, marine line haul							N/A			2
3	*	Loading and unloading and local marine	15,075					2,708	N/A		17,783	3
4	*	Protective services, total debit and credits							6,536		6,536	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	412								412	6
7	*	Casualty and insurance	1,480								1,480	7
8	*	Joint facility - Debit	46								46	8
9	*	Joint facility - Credit	(23)								(23)	9
10	*	Other	11								11	10
11	*	TOTAL	28,350					2,708	6,536		37,594	11

Schedule 418

Instruction.

This schedule will show the investment in capitalized leases in road and equipment by primary account

Column

(a) = primary account number and title for which capital lease amounts are included therein.

(b) = the total investment in that primary account.

(c) = the investment in capital leases at the end of the year.

(d) = the current year amortization.

(e) = the accumulated amortization relating to the leased properties.

418. SUPPORTING SCHEDULE - CAPITAL LEASES
(Dollars in thousands)

Primary Account No. & Title (a)	Total Investment At End of Year (b)	Capital Leases		
		Investment At End of Year (c)	Current Year Amortization (d)	Accumulative Amortization (e)
(26) Communication Systems	124,928	918	131	699
Total Way & Structures		918	131	699
(52) Locomotives	1,460,827	594,259	31,219	57,961
(53) Freight Train Cars	792,735	272,353	8,014	45,052
(57) Work Equipment	23,639	900	324	324
Total Equipments		867,512	39,557	103,337
Total Capital Leases		868,430	39,688	104,036

NOTES AND REMARKS

450. ANALYSIS OF TAXES
(Dollars in thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes #	56,817	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	(1,253)	2
3		Excess Profits		3
4	*	Total - Income Taxes (L. 2+3)	(1,253)	4
5		Railroad Retirement	151,136	5
6		Hospital Insurance	14,582	6
7		Supplemental Annuities	11,325	7
8		Unemployment Insurance	1,112	8
9		All Other United States Taxes	19,151	9
10		Total - U S Government Taxes	196,053	10
11		Total Railway Taxes	252,870	11

Includes (\$161) current state income tax, Account 556.

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify)

2. Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a).

3. Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or loss carry-back.

5. The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.

6. Indicate in column (e) the cumulative total of columns (b), (c) and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

(B) (A)

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.	1,357,996	4,057		1,362,053	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify) Less than \$100,000	550			550	5
6	Economic performance	(2,504)	(2,779)		(5,283)	6
7	Federal tax credit (on deferred state)	(50,846)	480		(50,366)	7
8	Personal injury reserve	(107,592)	(2,022)		(109,614)	8
9	Allocated to or from affiliates	160,506	(715)	(76)	159,715	9
10	Payroll tax accrual	(5,917)			(5,917)	10
11	Loss damage, overchg. & vol. rate reserves	(25,690)	85		(25,605)	11
12	Net operating loss carryover	(451,732)	(18,999)		(470,731)	12
13	Rio Grande Receivable	(36,083)	(6,761)		(42,844)	13
14	State tax reserve	(349)			(349)	14
15	Post Retirement Benefit (FASB 106)	(55,327)	(906)		(56,233)	15
16	Deferred gain - Other	(57,019)			(57,019)	16
17	See detail on page 64.	265,415	4,767	(20)	270,162	17
18	Investment tax credit*					18
19	TOTALS	991,408	(22,793)	(96)	968,519	19

450. ANALYSIS OF TAXES - Continued
(Dollars in thousands)

*Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ None
- If deferral method for investment tax credit was elected:
- (1) Indicate amount of credit utilized as a reduction of tax liability for current year \$ N/A
- (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purpose \$ N/A
- (3) Balance of current year's credit used to reduce current year's tax accrual \$ N/A
- (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual \$ N/A
- (5) total decrease in current year's tax accrual resulting from use of investment tax credits \$ N/A
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 1,344,947

Detail of Line 17, Schedule 450, Page 63

Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	(B)	(A)
			Adjustments (d)	End of year balance (e)
Adjust property tax-lien year	9,380	(1,684)		7,696
Deferred state tax	138,702	(1,371)	(20)	137,311
Installment sales	27,327			27,327
California state tax adjustment	(1,651)			(1,651)
Restructuring reserve	(67,171)	10,672		(56,499)
Vacation pay accrual	4,629	715		5,344
Contested property tax	(11,406)			(11,406)
Force reduction reserve	1,170			1,170
Pension accrual	(14,694)	2,915		(11,779)
Bad debt reserve	(10,430)	1,185		(9,245)
Deferred gain - land sales	200,977	(2,552)		198,425
Sales and use tax reserve	3,656	(1,610)		2,046
Correction account reserve	(13,678)			(13,678)
Switching reserve	194			194
Environmental tax	1,866			1,866
Post employment benefit (FASB 112)	(3,456)			(3,456)
Environmental reserve	0	(3,503)		(3,503)
Total Line 17	265,415	4,767	(20)	270,162

(A) Computed under FASB 109 rules.

(B) Santa Fe Pacific (former parent of SPT) tax settlement.

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR
(Dollars in Thousands)

Give a brief description for all items, regardless of amount, included during the year in Accounts 555, Unusual or Infrequent Items; 560, Income or Loss From Operations of Discontinued Segments; 562, Gain or Loss on Disposal of Discontinued Segments; 570, Extraordinary Items; 590, Income Taxes on Extraordinary Items; 592, Cumulative Effect of Changes in Accounting Principles; 603, Appropriations Released; 606, Other Credits to Retained Earnings; 616, Other Debits to Retained Earnings; 620, Appropriations for Sinking and Other Funds; 621, Appropriations for Other Purposes. If appropriations released reflect appropriations provided during the year, each account should not be reported.

For Accounts 519, Miscellaneous Income, and 551, Miscellaneous Income Charges, if the total in either account exceeds 10% of net income before extraordinary items, describe the three largest items in the account and any other items in excess of 10% of net income.

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	519	Miscellaneous income			1
2		Gain on sale of properties not used in operation		65,180	2
3		Gas and oil royalties		3,777	3
4		Reduction in reserve for monitoring cost for Southern			4
5		California track projects		3,000	5
6					6
7	551	Miscellaneous income charges			7
8		Cost of account receivable financing	48,135		8
9		Reserve for improvement on tracks sold to BNSF	25,000		9
10		(offset gain included in Account 519)			10
11		Accrual of environmental expenses	12,000		11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS
(Dollars in thousands)

1 If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year.

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue. Items of less than \$50,000 may be shown as one total

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2	Terminal RR Assn of St Louis	Series C, 4% due 2019	973	Joint	2
3					3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year.

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2		NONE			2
3					3
4					4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS
(Dollars in Thousands)

Using the following notes as a guideline, show the requirements compensating balances and short-term arrangements. Footnote disclosure is required even though the arrangements is not reduced to writing

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately disclosed below
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material

NONE

NOTES AND REMARKS

SCHEDULE 510 SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT
(Dollars in Thousands)

The principal use of this schedule is to determine the average embedded rate of debt capital.

I. Debt Outstanding at End of Year

Line #	Account No.	Title	Source	Balance at Close of year
1	751	Loans and Notes Payable	Sch. 200, L. 30	
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	53,588
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	46,851
4	766	Equipment Obligations	Sch. 200, L. 42	203,845
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	813,122
6	768	Debt in Default	Sch. 200, L. 44	
7	769	Accounts Payable; Affiliated Companies	Sch. 200, L. 45	349,387
8	770.1 / 770 2	Unamortized Debt Premium	Sch. 200, L. 46	
9		Total Debt	Sum L. 1-8	1,466,793
10		Debt Directly Related to Road Property	Note 1.	50,167
11		Debt Directly Related to Equipment	Note 1.	1,067,239
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	1,117,406
13		Percent Directly Related to Road	L. 10 div. by L. 12 (Whole % + 2 decimals)	4.49%
14		Percent Directly Related to Equipment	L. 11 div. by L. 12 (Whole % + 2 decimals)	95.51%
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	349,387
16		Road Property Debt (Note 2)	(L. 13 x L. 15) + L. 10	65,854
17		Equipment Debt (Note 2)	(L. 14 x L. 15) + L. 11	1,400,939

II. Interest Accrued During Year

Line #	Account No	Title	Source	Balance at Close of year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	144,627
19	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	
21		Total Interest (Note 3)	L. 18 + L. 19 - L. 20	144,627
22		Interest Directly Related to Road Property Debt	Note 4.	9,871
23		Interest Directly Related to Equipment Debt	Note 4.	101,099
24		Interest Not Directly Related to Road or Equipment Debt	L. 21 - (L. 22 + 23)	33,657
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L. 13)	11,382
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	133,245
27		Embedded Rate of Debt Capital - Road Property	L. 25 div. by L. 16	17.28%
28		Embedded Rate of Debt Capital - Equipment	L. 26 div. by L. 17	9.51%

Note 1. Directly related means the purpose which the funds were used when the debt was issued.

Note 2. Line 16 plus Line 17 must equal Line 9.

Note 3. Line 21 includes interest on debt in Account 769 - Accounts Payable; Affiliated Companies.

Note 4. This interest relates to debt reported in Lines 10 and 11, respectively.

Note 5. Line 25 plus Line 26 must equal Line 21.

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

1. Furnish the information called for below between the respondent and the affiliated companies or persons affiliated with the respondent, including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but are not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers' salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- (a) Lawful tariff charges for transportation services
 - (b) Payments to or from other carriers for interline services and interchange of equipment
 - (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
 - (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.
- The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.
3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:
- (a) If respondent directly controls affiliate, insert the word "direct"
 - (b) If respondent controls through another company, insert the word "indirect"
 - (c) If respondent is under common control with affiliate, insert the word "common"
 - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
 - (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements
4. In column (c) fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (c)
5. In column (d) report the dollar amounts of transaction shown and the effect of any change in the method of establishing the terms from that used in the preceding period.
6. In column (e) report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

**SCH.512 TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED**

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Amount of transactions (d)	Amount due from or to related parties (e)	Line No.
1							1
2							2
3							3
4							4
5							5
6							6
7							7
8							8
9	THIS SCHEDULE LEFT INTENTIONALLY BLANK						9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30
31							31
32							32
33							33
34							34
35							35
36							36
37							37
38							38
39							39
40							40

**SCH.512 TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED**

Line No.	Name of company or related party with percent of gross income	%	Nature of relationship	Description of transactions	Amount of transactions	Amount due from or to related parties	Line No.
	(a)		(h)	(c)	(d)	(e)	
1	ABL Trans		Indirect	Various reimbursements	30	R	1
2	Industrial Compliance		Common	Admin and various reimbursements	3,554	P	2
3	Industrial Compliance		Common	Administrative and clerical services	63	R	3
4	Industrial Compliance		Common	Alloc of employees health & welfare cost	733	-R	4
5	Industrial Compliance		Common	Alloc of risk insurance	92	-R	5
6	Industrial Compliance		Common	Various reimbursements	25	-R	6
7	Pacific Fruit Express Co.		Common	Car inspection and cleaning	3,112	-P	7
8	Pacific Fruit Express Co.		Common	Car repairs	5,250	-P	8
9	Pacific Fruit Express Co.		Common	Property rentals	95	P	9
10	Pacific Fruit Express Co.		Common	Material transferred	253	P	10
11	Pacific Fruit Express Co.		Common	Administrative services	145	R	11
12	Pacific Fruit Express Co.		Common	Property rentals	29	R	12
13	Pacific Fruit Express Co.		Common	Material transferred	582	R	13
14	Pacific Fruit Express Co.		Common	Allocation of risk insurance	128	R	14
15	Pacific Fruit Express Co.		Common	Alloc of employees health & welfare cost	136	R	15
16	Pacific Fruit Express Co.		Common	Various reimbursements	183	R	16
17	Pacific Motor Transport Co.		Indirect	Admin & clerical services	29	R	17
18	Pacific Motor Transport Co.		Indirect	Alloc of employees health & welfare cost	184	R	18
19	Pacific Motor Transport Co.		Indirect	Allocation of risk insurance	871	R	19
20	Pacific Motor Transport Co.		Indirect	Fast track	10,633	P	20
21	Pacific Motor Transport Co.		Indirect	Terminal repair & maint reimbursements	356	P	21
22	Pacific Motor Transport Co.		Indirect	Equipment rentals	56	P	22
23	Pacific Motor Transport Co.		Indirect	Haul company material	4,779	P	23
24	Pacific Motor Transport Co.		Indirect	Alloc of interest income	706	P	24
25	P S Technology, Inc.		Indirect	Alloc of employees health & welfare cost	136	R	25
26	P S Technology, Inc.		Indirect	Various reimbursements	11	R	26
27	Rio Grande Holding, Inc.		Common	Admin & clerical services	81	R	27
28	Rio Grande Holding, Inc.		Common	Various reimbursements	7	R	28
29	SPCSL Corporation		Direct	Marketing, admin & various labor services	6,892	R	29
30	SPCSL Corporation		Direct	Material transferred	641	R	30
31	SPCSL Corporation		Direct	Loco rentals	7,174	R	31
32	SPCSL Corporation		Direct	Loco repairs	4,200	R	32
33	SPCSL Corporation		Direct	Interest on advances	3,195	R	33
34	SPCSL Corporation		Direct	Alloc of audit fee	32	R	34
35	SPCSL Corporation		Direct	Alloc of risk insurance	68	R	35
36	SPCSL Corporation		Direct	Reimbursement of detour services	1,450	R	36
37	SPCSL Corporation		Direct	Reimbursement of fuel purchased	567	R	37
38	SPCSL Corporation		Direct	Various reimbursements	1,792	R	38
39	SPCSL Corporation		Direct	Reimbursement of haulage	9,312	P	39
40	SPCSL Corporation		Direct	Various reimbursements	441	P	40
41	S. P. International		Indirect	Interest on advances	180	R	41
42	S. P. Land Corp		Common	Administrative services	56	R	42
43	S. P. Land Corp.		Common	Alloc of employees health & welfare cost	73	R	43
44	S. P. Motor Trucking Co.		Direct	Rental adjustments	196	P	44
45	S. P. Motor Trucking Co.		Direct	Alloc of employees health & welfare cost	569	R	45
46	S. P. Motor Trucking Co.		Direct	Property rentals	127	R	46
47	S. P. Motor Trucking Co.		Direct	Various reimbursements	92	R	47
48	S. P. Rail Corporation		Control	Administrative and legal services	830	R	48
49	S. P. Rail Corporation		Control	Reimbursement of building repairs	154	R	49
50	S. P. Rail Corporation		Control	Reimbursement of merger exp	9,384	R	50
51	S. P. Rail Corporation		Control	Reimbursement of audit fee	145	R	51
52	S. P. Rail Corporation		Control	Alloc of employees health & welfare cost	284	R	52
53	S. P. Rail Corporation		Control	Alloc of risk insurance	14	R	53

**SCH.512 TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED**

Line No	Name of company or related party with percent of gross income	%	Nature of relationship	Description of transactions	Amount of transactions	Amount due from or to related parties	Line No
	(a)		(h)	(c)	(d)	(e)	
54	S. P. Rail Corporation		Control	Property rental	15	R	54
55	S. P. Rail Corporation		Control	Various reimbursements	989	R	55
56	S. P. Rail Corporation		Control	Interest on advances	12,106	P	56
57	S. P. Rail Corporation		Control	Admin services and var reimb	956	P	57
58	S. P. Real Estate Enterprises		Common	Admin services and var reimb	851	P	58
59	S. P. Receivables Inc.		Common	Discount, fees and other expenses, net associated with sale of acct receivables	48,135	P	59
60	Transportation Service Systems, Inc		Common	Reimb of employee H&W cost	255	R	60
61	Transportation Service Systems, Inc.		Common	Various reimbursements	108	R	61
62	Terranext		Indirect	Admin services and var reimb	12,706	P	62
63	Union Pacific Corporation		Indirect	Allocation of all risk insurance	1,159	P	63
64	Union Pacific Corporation		Indirect	Interest on advances	2,536	P	64
65	Union Pacific Railroad Co.		Indirect	Material transfer	1,272	P	65
66	Union Pacific Railroad Co		Indirect	Material transfer	145	R	66
67							67
68							68
69							69
70							70
71							71
72							72
73							73
74							74

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

State particulars of all tracks *operated* by the respondent at the close of the year, according to the following classification.

- (1) Line owned by respondent
- (2) Line owned by proprietary companies
- (3) Line operated under *lease for a specified sum*, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with respondent
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent
- (5) Line operated under *trackage rights*

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes.

Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings: i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification.

In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks, passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

Running tracks. Running tracks, passing tracks, cross-overs, etc., including turn-outs from those tracks to clearance points

Way switching tracks. Station, team, industry and other switching tracks for which no separate service is maintained

Yard switching tracks. yards where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives.

The returns in columns (h) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc. Tracks belonging to an industry for which no rent is payable should not be included.

Tracks leading to and in gravel and sand pits and quarries, the cost of which is chargeable to a clearing account and which are used in getting out material for the respondent's use, should not be included.

Class (1) includes all lines operated by the respondent at the close of the year to which it has title in perpetuity.

Class (2) includes each line, full title to which is in an inactive proprietary corporation of the respondent (i.e., one *all* of whose outstanding stocks or obligations are held by or for the respondent, and which is operated by the respondent or an affiliated system corporation without any accounting to the said proprietary corporation) It may also include such line when the actual title to all of the outstanding stocks or obligations rest in a corporation controlled by or controlling the respondent, *but in the case of any such inclusion, the facts of the relation to the respondent of the corporation holding the securities should be fully set forth in a footnote* An inactive corporation is one which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs, if it maintains an organization, it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved. The fact that the lessor does or does not maintain an independent organization for financial purposes is immaterial in this connection.

Class (4) is the same as class (3), except that the rent reserved is conditional upon earnings or other fact.

Class (5) includes all tracks operated and maintained by others, but over which the respondent has the right to operate some or all of its trains. In the road of this class the respondent has no proprietary rights, but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them, but does not have exclusive possession of them.

Road held by the respondent as *joint or common owner* or a *joint lessee* or under any *joint arrangement* should be shown in its appropriate class, and the entry of length should be of the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

Road operated by the respondent as agent for another carrier should not be included in this schedule.

700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,288	851		1,490	1,548	1,941	17,118	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,317	852		1,502	1,655	2,065	17,391	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	4			4	34		42	13
14										14
15		Total 3A+B	4			4	34	1	43	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,083	867	18	125	62	128	4,283	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
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45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	14,404	1,719	18	1,631	1,786	2,195	21,753	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

702. MILES OF ROAD AT CLOSE OF YEAR - BY STATES AND TERRITORIES (SINGLE TRACK)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d) or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned, not operated, should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).

Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings; i.e. counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line Owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	
1		Arizona	738					738			1
2		Arkansas	580				45	625	6		2
3		California	2,827		2		182	3,011	13		3
4		Colorado	1,144				338	1,482			4
5		Illinois					26	26			5
6		Kansas	347				889	1,236			6
7		Louisiana	147				3	150			7
8		Missouri	382				242	624			8
9		Nevada	423				148	571			9
10		New Mexico	566					566			10
11		Oklahoma	56				300	356			11
12		Oregon	844					844	109		12
13		Tennessee					16	16			13
14		Texas	2,728		2		870	3,600			14
15		Utah	535				24	559			15
16											16
17											17
18											18
19											19
20											20
21											21
22											22
23											23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	11,317		4		3,083	14,404	128		32

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in connection with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel, or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., booster, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".
7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.
8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.
9. Cross-checks

Schedule 710	Schedule 710
Line 5, column (j)	= Line 11, column (l)
Line 6, column (j)	= Line 12, column (l)
Line 7, column (j)	= Line 13, column (l)
Line 8, column (j)	= Line 14, column (l)
Line 9, column (j)	= Line 15, column (l)
Line 10, column (j)	= Line 16, column (l)

When data appear in column (j) lines 1 thru 8, column (k) should have data on same lines.

When data appear in column (k) or (l) lines 36 thru 53, and 55, column (m) should have data on same lines.

**710. INVENTORY OF EQUIPMENT
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS**

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No.	
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. h & i) (j)	Aggregate capacity of units reported in col. (j) (See ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including second hand units purchased or leased from others (f)							
1		Locomotive Units												1
2		Diesel-freight units												2
3		Diesel-passenger units	2,123			35		112	1,795	251	2,046	6,963,900		3
4		Diesel-multiple purpose units	289					6	282	1	283	433,700		4
5	*	Diesel-switching units				35		118	2,077	252	2,329	7,397,600		5
6	*	Total (lines 1 to 4) units	2,412											6
7	*	Electric-locomotives												7
8	*	Other self-powered units												8
9	*	Total (lines 5, 6 & 7)	2,412			35		118	2,077	252	2,329	7,397,600		9
		Auxiliary units	15					1	13	1	14	N/A		
10	*	Total Locomotive Units (lines 8 & 9)	2,427			35		119	2,090	253	2,343	N/A		10

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING

Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1975 (b)	During Calendar Year					Total (l)	Line No.
				Between Jan. 1, 1975 and Dec. 31, 1979 (c)	Between Jan. 1, 1980 and Dec. 31, 1984 (d)	Between Jan. 1, 1985 and Dec. 31, 1989 (e)	Between Jan. 1, 1990 and Dec. 31, 1994 (f)	1995 (g)		
11	*	Diesel	741	430	272	155	438	293	2,329	11
12	*	Electric								12
13	*	Other self-powered units								13
14	*	Total (lines 11 to 13)	741	430	272	155	438	293	2,329	14
15	*	Auxiliary units	10	3	1				14	15
16	*	Total Locomotive Units (lines 14 & 15)	751	433	273	155	438	293	2,343	16

710. INVENTORY OF EQUIPMENT - Continued
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year						
				Units Installed			All other units including reclassification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent (col. h & i) (j)	Aggregate capacity of units reported in col (i) (See ins. 7) (k)	Leased to others (l)	Line No	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)									
17		PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i> Coaches [PA, PB, PBO]													17
18		Combined cars													18
19		[All class C, except CSB]													19
20		Parlor cars [PBC, PC, PL, PO]													20
21		Sleeping cars [PS, PT, PAS, PDS]													21
22		Dining, grill and tavern cars [All class D, PD]													22
23		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]													23
24		TOTAL (lines 17 to 22)													24
25		<i>Self-Propelled</i> Electric passenger cars [EP, ET]													25
26		Electric combined cars [EC]													26
27		Internal combustion rail motorcars [ED, EG]													27
28		Other self-propelled cars (Specify types)													28
29		TOTAL (lines 24 to 27)													29
30		TOTAL (lines 23 and 28)													30
31		COMPANY SERVICE CARS Business cars [PV]	23					1	22		22	N/A	1		31
32		Board outfit cars [MWX]	37					1	34	2	36	N/A			32
33		Derrick and snow removal cars [MWU, MWV, MWW, MWK]	45					2	42	1	43	N/A			33
34		Dump and ballast cars [MWB, MWD]	297					15	281	84	365	N/A			34
35		Other maintenance and service equipment cars	798					99	718	10	728	N/A			35
		TOTAL (lines 30 to 34)	1,200					118	1,097	97	1,194	N/A	1		

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (n) Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i). Units rented from others for a period less than one year should not be included in column (j).

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1 __, B2 __)							36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5 __, B6 __, B7 __, B8 __)	390						37
38		Equipped box cars (All Code A, Except A_5 __)	10,954		149			164	38
39		Plain gondola cars (All codes G & J_1, J_2, J_3, J_4)	593						39
40		Equipped gondola cars (All code E)	4,607		550			507	40
41		Covered hopper cars (C __1, C __2, C __3, C __4)	6,932		700			493	41
42		Open top hopper cars-general service (All code H)	9,548		525			1,347	42
43		Open top hopper cars-special service (J __O, and All Code K)	681						43
44		Refrigerator cars-mechanical (R_5 __, R_6 __, R_7 __, R_8 __, R_9 __)	1,234						44
45		Refrigerator cars - non-mechanical (R_0 __, R_1 __, R_2 __)	4,377					516	45
46		Flat cars - TOFC/COFC (All code P, Q & S, Except Q8 __)	735						46
47		Flat cars - multi-level (All code V)	2,623						47
48		Flat cars-general service (F10 __, F20 __, F30 __)	692						48
49		Flat cars-other (F_1 __, F_2 __, F_3 __, F_4 __, F_5 __, F_6 __, F_8 __, F40 __)	4,437					591	49
50		Tank cars-under 22,000 gallons (T __0, T __1, T __2, T __3, T __4, T __5)	26					4	50
51		Tank cars-22,000 gallons & over (T __6, T __7, T __8, T __9)	64						51
52		All other freight cars (A_5 __, F_7 __, All Code L & Q8 __)	41						52
53		TOTAL (lines 36 to 52)	47,934		1,924			3,622	53
54		Caboose (All code M-930)	N/A	86					54
55		TOTAL (lines 53 & 54)	47,934	86	1,924			3,622	55

710. INVENTORY OF EQUIPMENT - Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.

5 Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36									36
37		149	241		241		18,138	205	37
38		1,580	7,474	2,213	9,687		766,797	3	38
39		139	30	424	454		45,155		39
40		721	2,393	2,550	4,943		475,491		40
41		379	4,480	3,266	7,746		774,289	116	41
42		1,192	6,242	3,986	10,228		1,044,443		42
43		4	1	676	677		68,384		43
44		5	831	398	1,229		89,977		44
45		1,074	3,130	689	3,819		291,489	77	45
46		8	111	616	727		49,069		46
47		43	1,463	1,117	2,580		96,446		47
48		163	450	79	529		40,613		48
49		450	2,274	2,304	4,578		407,994	12	49
50			30		30		2,691		50
51			46	18	64		6,426		51
52		7	14	20	34		2,393		52
53		5,914	29,210	18,356	47,566		4,179,795	413	53
54		22	64		N/A	64	N/A		54
55		5,936	29,274	18,356	47,566	64	4,179,795	413	55

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
56		FLOATING EQUIPMENT Self-propelled vessels [Tugboats, car ferries, etc.]	N/A						56
57		Non-self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 and 57)	N/A						58
59		HIGHWAY REVENUE EQUIPMENT Chassis Z1 __, Z67 __, Z68 __, Z69 __	2,336					1,475	59
60		Dry van U2 __, Z __, Z6, 1-6	1,517						60
61		Flat bed U3 __, Z3 __							61
62		Open bed U4 __, Z4 __							62
63		Mechanical refrigerator U5 __, Z5 __							63
64		Bulk hopper U0 __, Z0 __							64
65		Insulated U7 __, Z7 __	944						65
66		Tank Z0 __, U6 __							66
67		Other trailer and container (Special equipped dry van U9 __, Z8 __, Z9 __)	2,186					950	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	6,983					2,425	70

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank, otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
					Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58					N/A				58
59				3,811	3,811				59
60		770		747	747				60
61									61
62									62
63									63
64									64
65		141		803	803				65
66									66
67				3,136	3,136				67
68									68
69									69
70		911		8,497	8,497				70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR
(Dollars in thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the unit should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).

2. In column (a) list each class or type of locomotive unit, car or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.

3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.

4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.

5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.

6. All unequipped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						1
2						2
3	NONE					3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL		N/A		N/A	25

REBUILT UNITS

26						26
27	Multiple purpose diesel locomotives:					27
28	A Units (C-C) 3,000 H.P.	35	7,263	16,213	S	28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	35	N/A	16,213	N/A	38
39	GRAND TOTAL	35	N/A	16,213	N/A	39

GENERAL INSTRUCTIONS CONCERNING RETRUNS TO BE MADE IN SCHEDULES 720, 721, 723, AND 726

1. For purpose of these schedules, the track categories are defined as follows:

Track category

- A - Freight density of 20 million or more gross ton-miles per track mile per year (including passing tracks, turnouts and crossovers).
- B - Freight density of less than 20 million gross ton-miles per track mile per year, but at least 5 million (including passing tracks, turnouts and crossovers).
- C - Freight density of less than 5 million gross ton-miles per track mile per year, but at least 1 million (including passing tracks, turnouts and crossovers).
- D - Freight density of less than 1 million gross ton-mile per track mile per year (including passing tracks, turnouts and crossovers).
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate).
- F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act.

- 2. This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
- 3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year
- 4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

1. Disclose the requested information pertaining to track and traffic conditions.

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	6,020	38.11	43.12	689.1	1
2	B	2,463	12.75	43.24	140.0	2
3	C	1,916	2.86	37.10	18.2	3
4	D	3,284	0.04	39.91	89.4	4
5	E	3,787	XXXXXXXX	XXXXXX		5
6	TOTAL	17,470	17.40	42.73	936.7	6
7	F	4,260	XXXXXXXX	XXXXXX		7
8	Potential adandonments	161				8

* To determine average density, total track miles (route miles times number of tracks) rather than route miles shall be used.

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In No 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties	Line No
		New ties				Second-hand ties					Percent of spot maintenance	
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)			(k)	
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
1	A	866,027				12,163			878,190		0.00	1
2	B	604,654				6,378			611,032		30.20	2
3	C	97,508				1,187			98,695	1,903,941	48.77	3
4	D	6,019				60			6,079		100.00	4
5	E	3,783				256			4,039		100.00	5
6	TOTAL	1,577,991				20,044			1,598,035	1,903,941	13.29	6
7	F	7,088							7,088		0.00	7
8	Potential abandonments											8
9	Average cost per crosstie \$ 27.12 and switchtie (MBM) \$ 759.15											9

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

Give particulars of ties laid during the year in new construction during the year

In column (a) classify the ties as follows

U - Wooden ties untreated when applied

T - Wooden ties treated before application

S - Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

Report new and second-hand (relay) ties separately, indicating in column (h) which ties are new.

In columns (d) and (g) show the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage, and seasoning yard. In the case of treated ties, also show the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Class of ties	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks	Line No.
		Total number of ties applied	Average cost per ties	Total cost of crossties laid in new tracks during year	Number of feet (board measure) laid in tracks	Average cost per M feet (board measure)	Total cost of switch and bridge ties laid in new tracks during year		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1	T	142,963	27.12	3,877	144,925	759.15	110	New	1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	142,963		3,877	144,925		110		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid <u>43.1</u>								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid <u>0.00</u>								22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In No. 10, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)	Line No.
		New rail		Relay rail		Welded Rail (f)	Bolted rail (g)		
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)				
1	A	226.90	10.62	203.59	47.24	430.49	57.86	0.00	1
2	B	30.15	2.23	33.06	11.20	63.21	13.43	78.56	2
3	C	5.50	0.33	5.32	1.74	10.82	2.07	72.24	3
4	D	1.65	0.14	1.49	2.43	3.14	2.57	95.24	4
5	E		0.08	0.74	2.19	0.74	2.27	100.00	5
6	TOTAL	264.20	13.40	244.20	64.80	508.40	78.20	20.23	6
7	F	1.77	0.94	2.85	1.76	4.62	2.70	5.61	7
8	Potential Abandonments								8
9	Average cost of new and relay rail laid in replacement per gross ton \$ 599.67 . New \$ 86.38 relay.								9

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

1 Give particulars of all rails applied during the year in connection with the construction of new track.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process
- (2) New steel rails, open-hearth process
- (3) New rails, special alloy (describe more fully in a footnote)
- (4) Relay rails

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one.

3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks and of train service in connection with the distribution of the rail should not be included in this schedule.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No.	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb) (in dollars) (e)	Pounds per yard of rail (f)	Number of tons (2,000 lb) (g)	Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb) (in dollars) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lb) (c)								
1	2	136	4,117	2,469	599.67	136	3,543	2,040	575.68	1	
2	4	136	2,561	221	86.38					2	
3	2	132	70	34	490.69					3	
4	4	132	23	2	81.94					4	
5										5	
6										6	
7										7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	6,771	2,726		N/A	3,543	2,040		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid <u>43.1</u>										34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid <u>0.0</u>										35
36	Track-miles of welded rail installed on system this year <u>28.3</u> total to date _____										36

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly owned mileage should be included. Under "Weight of rail," the various weights of rails should be given. Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	<i>Pounds</i>				
1	141	13			1
2	136	5,587			2
3	133/135	745			3
4	131/132	58			4
5	130	14			5
6	120	1			6
7	119	782			7
8	115	503			8
9	112/113	2,918			9
10	110	116			10
11	106	22			11
12	100	19			12
13	90	579			13
14	80/85	523			14
15	75/76	266			15
16	65	27			16
17					17
18					18
19	TOTAL	12,173			19
20					20
21					21
22					22
23					23
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28					28
29					29
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48					48

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
 2. In columns (d), (e), (g) and (j) give the percentage of replacements to units of property in each track category at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Cubic yards of ballast placed	Miles surfaced	Percent surfaced	
		Crosstie (b)	Switch and bridge ties (board feet) (c)	Crosstie (d)	Switch and bridge ties (board feet) (e)						
1	A	878,190		4.56		488.35	4.06	1,032,088	2,380.99	39.55	1
2	B	611,032		8.59		76.64	1.56	145,934	336.67	13.67	2
3	C	98,695	1,903,941	1.79	2.97	12.89	0.34	114,691	264.59	13.81	3
4	D	6,079		0.06		5.71	0.09	26,303	60.68	1.85	4
5	E	4,039		0.04		3.01	0.04	16,150	37.27	0.98	5
6	TOTAL	1,598,035	1,903,941	3.12	2.97	586.60	1.68	1,335,166	3,080.20	17.63	6
7	F	7,088		0.06		7.32	0.09				7
8	Potential abandonments										8

750. CONSUMPTION OF DIESEL FUEL
 (Dollars in Thousands)

LOCOMOTIVES			
Line No.	Kind of locomotive service (a)	Diesel	Line No.
		Diesel oil (gallons) (b)	
1	Freight	431,035,252	1
2	Passenger		2
3	Yard switching	16,028,879	3
4	TOTAL	447,064,131	4
5	COST OF FUEL \$(000)	\$310,421	5
6	Work Train	714,420	6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train, and Through Train data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit train service is a specialized scheduled shuttle type service in equipment (Railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include Unit Train statistics in Way and Through Train statistics. A Work Train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for Work Trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes, I, K, and L.

(A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.

(B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

(C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive.

(D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-miles.

(F) Train switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) Use car designations shown in Schedule 710 Under Railroad Owned and Leased cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15 report the private-line categories, miles for private-line cars (whether or not under railroad control) and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of one mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles & miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than reporting carrier as sleeping car miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

(I) Exclude from Item 4-10, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty miles basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express, miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.

(K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 lbs). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs as the average weight per passenger, and four tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude i.e.l. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the ton-Miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including terminal switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.

(O) Work-train miles include the miles run by trains engaged in company service such as official inspection, inspection trains for Railway Commissioners for which no revenue is received, trains running special with fire apparatus to save carrier's property from destruction, trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondents' lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

(Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper-motor carrier, etc., and not the railroad perform that service. Note: the count should reflect the trailer/containers for which expenses is reported in Schedule 417 Line 2 Column (b).

(S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.

(T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on line". Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	14,404		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	6,618,092	XXXXXX	2
3		2-02 Way Trains	4,270,765	XXXXXX	3
4		2-03 Through Trains	42,620,618		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	53,509,475		5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	53,509,475		7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	20,972,517	XXXXXX	8
9		3-02 Way Trains	8,608,426	XXXXXX	9
10		3-03 Through Trains	147,643,940		10
11		3-04 TOTAL (lines 8-10)	177,224,883		11
12		3-11 Train Switching (F)	6,274,207	XXXXXX	12
13		3-21 Yard Switching (G)	17,952,430		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	201,451,520		14
		4. Freight Car-Miles (thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box-Plain 40-Foot		XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	38,353	XXXXXX	16
17		4-012 Box-Equipped	164,919	XXXXXX	17
18		4-013 Gondola-Plain	14,803	XXXXXX	18
19		4-014 Gondola-Equipped	45,122	XXXXXX	19
20		4-015 Hopper-Covered	65,604	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	124,248	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	4,709	XXXXXX	22
23		4-018 Refrigerator-Mechanical	9,964	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	29,433	XXXXXX	24
25		4-020 Flat-TOFC/COFC	113,107	XXXXXX	25
26		4-021 Flat-Multi-Level	12,634	XXXXXX	26
27		4-022 Flat-General Service	3,245	XXXXXX	27
28		4-023 Flat-All Other	36,751	XXXXXX	28
29		4-024 All Other Car Types-Total	981	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	663,873	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot		XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	20,802	XXXXXX	32
33		4-112 Box-Equipped	116,092	XXXXXX	33
34		4-113 Gondola-Plain	11,280	XXXXXX	34
35		4-114 Gondola Equipped	40,745	XXXXXX	35
36		4-115 Hopper-Covered	73,525	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	72,197	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	5,741	XXXXXX	38
39		4-118 Refrigerator-Mechanical	6,517	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	23,676	XXXXXX	40
41		4-120 Flat-TOFC/COFC	7,506	XXXXXX	41
42		4-121 Flat-Multi-level	9,135	XXXXXX	42
43		4-122 Flat-General Service	3,954	XXXXXX	43
44		4-123 Flat-All Other	32,808	XXXXXX	44
45		4-124 All Other Car Types	1,138	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	425,116	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot		XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	30,689	XXXXXX	48
49		4-132 Box-Equipped	58	XXXXXX	49
50		4-133 Gondola-Plain	3,991	XXXXXX	50
51		4-134 Gondola-Equipped	462	XXXXXX	51
52		4-135 Hopper-Covered	34,555	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	753	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	1,529	XXXXXX	54
55		4-138 Refrigerator-Mechanical	40	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	85	XXXXXX	56
57		4-140 Flat-TOFC/COFC	356,887	XXXXXX	57
58		4-141 Flat-Multi-level	83,022	XXXXXX	58
59		4-142 Flat-General Service	9	XXXXXX	59
60		4-143 Flat-All Other	28,937	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	16,072	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	20,657	XXXXXX	62
63		4-146 All Other Car Types	357	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	578,103	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot		XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	7,088	XXXXXX	66
67		4-152 Box-Equipped	131	XXXXXX	67
68		4-153 Gondola-Plain	9,699	XXXXXX	68
69		4-154 Gondola-Equipped	1,109	XXXXXX	69
70		4-155 Hopper-Covered	44,173	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	1,964	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	5,029	XXXXXX	72
73		4-158 Refrigerator-Mechanical	6	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	326	XXXXXX	74
75		4-160 Flat-TOFC/COFC	21,691	XXXXXX	75
76		4-161 Flat-Multi-level	47,659	XXXXXX	76
77		4-162 Flat-General Service	43	XXXXXX	77
78		4-163 Flat-All Other	25,499	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	25,214	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	25,635	XXXXXX	80
81		4-166 All Other Car Types	588	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	215,854	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	8,347	XXXXXX	83
84		4-18 No Payment Car-Miles (I)	1,083,192	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	574,034	XXXXXX	85
86		4-192 Way-Trains	92,399	XXXXXX	86
87		4-193 Through Trains	2,308,052	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	2,974,485	XXXXXX	88
89		4-20 Caboose Miles	208	XXXXXX	89

1 Total number of loaded miles 0 and empty miles 0 by roadtrailer reported above.

Note: Line 88 total car miles is equal to the sum of Lines 30, 46, 64, 82, 83 and 84. Accordingly, the car miles reported on Lines 83 and 84 are to be allocated to Lines 85, 86 and 87 and included in the total shown on Line 88.

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	32,478,656		98
		6-02 Freight Trains, Crs., Cnts, and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	52,359,845	XXXXXX	99
100		6-021 Way Trains	6,663,070	XXXXXX	100
101		6-022 Through Trains	215,139,538	XXXXXX	101
102		6-03 Passenger-Trains, Crs, and Cnts	1,346		102
103		6-04 Non-Revenue	899,332	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	307,541,787		104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	233,765	XXXXXX	105
106		7-02 Non-Revenue	1,142	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	234,907	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	155,592,391	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108,109)	155,592,391	XXXXXX	110
111		8-04 Non-Revenue-Road Service	570,179	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111,112)	570,179	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110,113)	156,162,570	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	2,337,478	XXXXXX	115
116		9-02 Train Switching	313,189	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	1,439,100	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	314,722	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	596,963	XXXXXX	120
121		12-02 Way Trains	1,018,622	XXXXXX	121
122		12-03 Through Trains	3,752,023	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs and Containers Loaded & Unloaded (Q)	2,317,782	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	991,321	XXXXXX	124
125		15. TOFC/COFC-No. of Rev Trailers Picked Up and Delivered (R)	9,116	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore		XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)		XXXXXX	129
		17 Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	30,729	XXXXXX	130
131		17-02 Unserviceable	383	XXXXXX	131
132		17-03 Surplus	2,142	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	33,254	XXXXXX	133

RAILROAD ANNUAL REPORT R-1
 1996
 10/1/96

VERIFICATION

The foregoing report shall be verified by the oath of the officer having control of the accounting of the respondent. This report shall also be verified by the oath of the president or other chief officer of the respondent, unless the respondent states that such officer has no control over the respondent's accounting and reporting

OATH

(To be made by the officer having control of the accounting of the respondent)

State of Nebraska

County of Douglas

J. R. Young makes oath and says that he is Vice President - Finance
(insert here name of the affiant) (insert here the official title of the affiant)

Southern Pacific Transportation Company Combined With
of St. Louis Southwestern Railway Company & The Denver and Rio Grande Western Railroad Company
(insert here the exact legal title or name of the respondent)

that it is his or her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he or she knows that such books have been kept in good faith during the period covered by this report; that he or she knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he or she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including

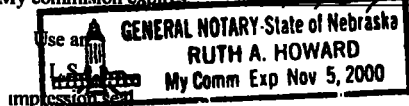
January 1, 1996 to and including December 31, 1996

James R. Young
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and

county above named, this 21 day of March, 19 97.

My commission expires 11/5/2000



Ruth A. Howard
(signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

(by the president or other chief officer of the respondent)

State of Pennsylvania

County of Lehigh

R. K. Davidson makes oath and says that he is Chairman, and Chief Executive Officer
(insert here name of the affiant) (insert here the official title of the affiant)

Southern Pacific Transportation Company Combined With
of St. Louis Southwestern Railway Company & The Denver and Rio Grande Western Railroad Company
(insert here the exact legal title or name of the respondent)

that he or she has carefully examined the foregoing report, that he or she believes that all statements of fact contained in the said report are true; and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including

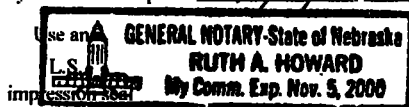
January 1, 1996 to and including December 31, 1996

R. K. Davidson
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and

county above named, this 26th day of March, 19 97.

My commission expires 11/5/2000



Ruth A. Howard
(signature of officer authorized to administer oaths)

MEMORANDA
(FOR USE OF BOARD ONLY)
CORRESPONDENCE

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

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